

State of Rhode Island and Providence Plantations

DUPLICATE ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we MARC BROWN, DONALD CASCI,
JANICE MCGOLDRICK, GERALD TEBROW, and ROBERT RUBIN

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapter 7-6 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of
ASSOC. OF COMPUTER SCIENCE LEAGUES, INC.

THIRD. Said corporation is constituted for the purpose of providing a unique and exciting educational opportunity for students. Contest problems motivate students to study computer topics not covered in their school's curriculum and to pursue classroom topics in depth. The corporation will administer monthly computer science contests, will publish a monthly newsletter containing the results of each contest and items of interest, and will award prizes to outstanding students and schools at local and regional levels

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See §§ 7-6-7, 7-6-7.1 and 7-6-8 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every such corporation shall have power:

- (a) to have perpetual succession in its corporate name unless a period for its duration is limited in its articles of association or charter;
- (b) to sue and be sued in its corporate name;
- (c) to have and use a common seal and alter the same at pleasure;
- (d) to elect such officers and appoint such agents as its purposes require, and to fix their compensation and define their duties;
- (e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its members and directors, the manner of electing its officers and directors, the mode of voting by proxy, and the number, qualifications, powers, duties and term of office of its officers and directors, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
- (f) to make contracts, incur liabilities and borrow money.

Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all one hundred fifty thousand dollars (\$150,000); provided, however, that the foregoing limitation shall not apply to certain corporations organized for the purposes enumerated in § 7-6-8. If any corporation subject to the foregoing limitation desires to take and hold property to an amount exceeding one hundred fifty thousand dollars (\$150,000) either originally or by amendment, such privilege shall be granted only by the general assembly on petition thereto.

FOURTH. Said corporation shall be located in _____, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH _____

SIXTH _____

SEVENTH _____

In Testimony Whereof, We have hereunto set our hands and stated our residences this

30th day of June A. D. 1983

NAME

RESIDENCE

Man Brown	131 Rochambeau Ave. Prov, RI
Donald G. Casci	158 Hendrick St. Prov, R.I.
Janice McGoldrick	184 Wingate Ave. Warwick, R.I.
Gerald Tebrow	10 Brasas Dr, W. Warwick, RI
Robert Rubin	65 Lanark Rd. Blyton, Mass

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE }

In the City of Cranston
Town

in said county this 30th day of June A. D. 1983, then
personally appeared before me Marc Brown, Donald G. Casci, Janice McGoldrick,
Gerald Tebrow, and Robert Rubin

each and all known to me and known by me to be the parties-executing the foregoing
instrument, and they severally acknowledged said instrument by them subscribed to be
their free act and deed.


Notary Public.

✓ 144

Non-Business Corporation

DUPLICATE

ARTICLES OF ASSOCIATION OF

7-788

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, _____ Secretary of State hereby certify that

_____ filed in the office of the Secretary of State on the _____ day of _____, A. D. 19____, an original and a duplicate of the articles of association for forming a corporation under the name of _____

_____ and that the foregoing is the duplicate of said articles of association.

WITNESS my hand and the seal of the State of Rhode Island this _____ day of _____, in the year _____

Secretary of State

ORIGINAL,
FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JUL 7 1983

ll

(a) The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, with limitation as to amount or value as provided by the law of the State of Rhode Island; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Non Business Corporation Law.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section