



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Teach Initiative

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

The specific purpose or purposes for which the corporation is organized are:

THE CORPORATION SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS NOW IN EFFECT OR AS MAY HEREAFTER BE AMENDED ("THE CODE"). MORE SPECIFICALLY, THE CORPORATION IS ORGANIZED FOR THE CHARITABLE PURPOSE OF PROVIDING ST. MICHAEL'S COUNTRY DAY SCHOOL AND ROCKY HILL COUNTRY DAY SCHOOL FUNDING FOR STUDENT SCHOLARSHIPS.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

(A) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ANY DIRECTOR OR OFFICER OF THE CORPORATION, OR ANY OTHER PRIVATE PERSON, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO OR FOR THE CORPORATION AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN PARAGRAPH "3" HEREOF.

(B) NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT AS OTHERWISE PERMITTED BY SECTION 501(H) OF THE CODE AND IN ANY CORRESPONDING LAWS OF THE STATE OF RHODE ISLAND) , AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS CONCERNING) ANY POLITICAL CAMPAIGN ON BEHALF OF, OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE.

(C) NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION, THE CORPORATION SHALL NOT DIRECTLY OR INDIRECTLY CARRY

ON ANY ACTIVITY WHICH WOULD PREVENT IT FROM OBTAINING EXEMPTION FROM FEDERAL INCOME TAXATION AS A CORPORATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE, OR CAUSE IT TO LOSE SUCH EXEMPT STATUS, OR CARRY ON ANY ACTIVITY NOT PERMITTED TO BE CARRIED ON BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE.

(D) IN THE EVENT OF DISSOLUTION OR FINAL LIQUIDATION OF THE CORPORATION, ALL OF THE REMAINING ASSETS AND PROPERTY OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL OF THE LIABILITIES AND OBLIGATIONS OF THE CORPORATION AND FOR NECESSARY EXPENSES THEREOF, BE DISTRIBUTED TO ONE OR MORE ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE OR EDUCATIONAL PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE CODE AS THE BOARD OF DIRECTORS SHALL DETERMINE. IN NO EVENT SHALL ANY OF SUCH ASSETS OR PROPERTY BE DISTRIBUTED TO ANY DIRECTOR OR OFFICER, OR ANY PRIVATE INDIVIDUAL.

(E) TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS NOW IN EFFECT OR AS MAY HEREAFTER BE AMENDED, NO OFFICER OR DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE FOR DAMAGES IN ANY PROCEEDING BROUGHT BY OR IN THE RIGHT OF THE CORPORATION, OR IN CONNECTION WITH ANY CLAIM, ACTION, SUIT OR PROCEEDING TO WHICH HE OR SHE MAY BE OR IS MADE A PARTY BY REASON OF BEING OR HAVING BEEN AN OFFICER OR DIRECTOR OF THE CORPORATION, PROVIDED, HOWEVER, THAT SUCH RELIEF FROM LIABILITY SHALL NOT APPLY IN ANY INSTANCE WHERE SUCH RELIEF IS INCONSISTENT WITH ANY PROVISION OF THE CODE APPLICABLE TO CORPORATIONS DESCRIBED IN CODE SECTION 501(C)(3).

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 180 RHODE ISLAND AVENUE
City or Town: NEWPORT State: RI Zip: 02840

The name of its initial registered agent at such address is EDWARD FERRY

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	EDWARD FERRY	180 RHODE ISLAND AVENUE NEWPORT, RI 02840 USA
DIRECTOR	MARTHA CUNNINGHAM	530 IVES ROAD EAST GREENWICH, RI 02818 USA
DIRECTOR	WALTER LANDBERG	180 RHODE ISLAND AVENUE NEWPORT, RI 02840 USA
DIRECTOR	DIANE RICH	530 IVES ROAD EAST GREENWICH, RI 02818 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	MARTHA CUNNINGHAM	ROCKY HILL COUNTRY DAY SCHOOL, 530 IVES ROAD E. GREENWICH, RI 02818 USA

ARTICLE VIII

Date when corporate existence is to begin

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 15 Day of July, 2020 at 7:23:50 AM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.

MARTHA CUNNINGHAM

Form No. 200
Revised 09/07

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State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

July 15, 2020 07:21 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

