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ID Number: 111771



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is: **Community 2000 Education Foundation**
2. The period of its duration is (if perpetual, so state): **Perpetual**
3. The specific purpose or purposes for which the corporation is organized are: **See Attached Article 3.**

4. 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: **See Attached Article 4.**

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5. The address of the initial registered office of the corporation **43 Broad Street, Westerly, RI 02891-0531**
and the name of its initial registered agent at such address is: **Matthew H. Thomsen**

6. The number of directors constituting the initial Board of Directors of the **3**
(not less than three directors)

and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
J. Christopher Philips	15 Surfside Avenue, Charlestown, Rhode Island 02813
Linda H. Philips	15 Surfside Avenue, Charlestown, Rhode Island 02813
Gerald Pitcher	105 Ocean View Avenue, Charlestown, Rhode Island 02813
_____	_____
_____	_____
_____	_____

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
J. Christopher Philips	15 Surfside Avenue, Charlestown, Rhode Island 02813
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin: **Upon Filing**
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 24, 2000

J. Christopher Philips

Signature of each Incorporator

COMMUNITY 2000 EDUCATION FOUNDATION

THIRD:

Said corporation is constituted exclusively for charitable and educational purposes as referred to in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law, herein generally called "exempt purposes", including, but not restricted to, the following more specific purposes, but only to the extent that they are within the scope of such exempt purposes:

- (1) To provide scholarship grants to students undertaking or involved in college or vocational school education. Initially, said students would be recent graduates of Chariho Regional High School, Wood River Junction, Rhode Island.
- (2) To provide starter grants to secondary schools for various educational or charitable projects of interest in the community.
- (3) In the event of diminished funding needs for scholarships or other specific educational projects, the Foundation would undertake support of other charitable activities that would have an impact on the ability of students to further their education, e.g. food or shelter for economically disadvantaged individuals or families.
- (4) To solicit and receive gifts, grants, subscriptions, bequests and any other funds, real or personal properties, or things of value from private and public sources, in order to carry out the foregoing purposes.
- (5) To receive, hold, sell, dispose of, invest or reinvest funds, securities or other real or personal properties in which the corporation may acquire an interest in any manner in which it may deem appropriate for achieving the foregoing purposes.

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COMMUNITY 2000 EDUCATION FOUNDATION

FOURTH:

Provisions for the regulation of the internal affairs of Community 2000 Education Foundation (the "Corporation"), including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The Corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The affairs and business of the Corporation shall be managed by a Board of Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the Corporation.

(c) The Corporation shall have the following powers, in addition to any other powers and authority provided by law, including but not limited to Section 7-6-5 of the General Laws, 1956, as amended:

(i) To acquire by purchase, lease, or otherwise to own, hold, use, maintain, improve and operate, and to sell, lease and otherwise dispose of real and personal property;

(ii) To collect and receive the income arising from its property and to invest and reinvest all or any portion of its property as the Corporation may deem best; and

(iii) To employ persons and in general to perform and do, either directly or indirectly, either alone or in conjunction or cooperation with other persons and organizations, all other acts or things necessary to accomplish the purposes of the Corporation.

(d) Whenever a provision of law (including requirements for maintaining tax exempt status under the income tax laws of the United States and the State of Rhode Island) or these Articles of Incorporation is inconsistent with the by-laws of the Corporation, the provision of law or the Articles of Incorporation shall be controlling.

(e) Amendments to the Articles of Incorporation shall be made in accordance with Section 7-6-39(a)(1) of the General Laws, 1956, as amended, which allows the Board of Directors to adopt a resolution to amend the Articles of Incorporation, but requires an affirmative vote at a meeting of the members entitled to vote thereon before such an amendment may be effective.

(f) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(g) The Corporation may, in furtherance of the aforementioned purposes, make payments and distributions to other organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(h) 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

(i) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be conducted by: (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) a corporation, contributions to which are deductible under Section 170 of the Code.

(j) Except as otherwise provided by law, the Corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors, subject to approval by its members. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the remaining assets of the Corporation to such charitable organization or organizations as the Board of Directors shall determine, subject to approval by its members, provided, however, that no organization shall be treated as a "charitable organization" unless it is either:

(i) An organization that the Internal Revenue Service has determined to be, and at the time of distribution recognized as, an exempt organization under Sections (501(a) and 501(c)(3) of the Code; or

(ii) The United States of America, and any State thereof or any political subdivision of any State, provided that any gift or distribution to such organization shall be made for exclusively public purposes.

(k) Except as may otherwise be required by law, the Corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, and subject to approval by its members, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, scientific or educational purposes and in a manner which meets the requirements set forth above.