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State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

78271

RESTATED ARTICLES OF INCORPORATION
OF

RHODE ISLAND ASSOCIATION OF ADMISSIONS OFFICERS

Pursuant to the provisions of Section 7-6-42 of the General Laws, 1956, as amended, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation as amended in a single instrument:

FIRST: The name of the corporation is Rhode Island Association of Admissions
Officers

SECOND: The period of its duration is perpetual

THIRD: The purpose or purposes which the corporation is authorized to pursue are:

See Exhibit A attached hereto.

FOURTH: Any other provisions not inconsistent with law which are presently set forth in the Articles of Incorporation as heretofore amended, are as follows:

(If there are no other such provisions, so state.)

See Exhibit B attached hereto.

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Rec'd & Filed FEB 15 1990

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SECRETARY OF STATE
CORPORATIONS DIV.
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FIFTH: These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, have been duly adopted as required by law, and supersede the Original Articles of Incorporation and all amendments thereto.

Dated March 1, 19 89

RHODE ISLAND ASSOCIATION OF ADMISSIONS OFFICERS (Note 1)

By Cynthia L. Barr (Note 2)

Its President

and Linda Hebert (Note 2)

Its Secretary

- NOTES:
- 1. Exact corporate name of corporation restating its Articles of Incorporation.
 - 2. Signatures and titles of officers signing for the corporation.

EXHIBIT A

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

Said corporation is organized without capital stock and is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code; the holding of college fairs for high school students; the conducting of tours of Rhode Island colleges and universities; the making of scholarship awards based upon scholastic ability or economic need of the student recipients; and any other activities consistent with such purposes. It is intended that said corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code.

EXHIBIT B

FOURTH. Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

a. This corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code. No part of the net earnings of this 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. 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 publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a

corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

b. Without in any way limiting the foregoing, the corporation shall have those powers granted by Section 7-6-5 of the General Laws, and the following additional power: to seek reimbursement for services rendered from individuals, corporations, foundations, the federal government, any state government and others.

c. The corporation shall be a membership corporation and shall have no authority to issue capital stock. The membership shall consist of the institutional members, as specified in the by-laws.

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.

d. Except as may be otherwise required by law, these articles shall be amended only upon the vote of two-thirds of the members of the corporation at a meeting duly called for the purpose pursuant to the by-laws, the notice for which shall contain the substance of each amendment to the articles to be considered; provided, however, that no such amendment shall

authorize or permit the corporation to be otherwise than exclusively for charitable, scientific, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code.

e. Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the members of the corporation. Upon dissolution, after paying or making provision for the payment of all of the liabilities of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to a state or local government, for a public purpose.

Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the members of the corporation, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code and qualifies as an exempt organization under Section 501(c)(3) of the Code.

f. (i) Elimination of Certain Liability of Directors.
The corporation shall indemnify its directors and officers to the full extent permitted by law. A director of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a

director, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

(ii) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, a partnership, joint venture, trust, other enterprise or employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the full extent authorized by the Rhode Island General Laws, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment) against all expenses,

liability and loss (including judgments, penalties, fines, settlements and reasonable expenses, including attorneys' fees) actually incurred by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his heirs, executors and administrators; provided, however, that the corporation shall indemnify any such person seeking indemnity in connection with any suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the Board of Directors of the corporation. Such right shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, the payment of such expenses incurred by a director or officer in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon written affirmation of the director's or officer's good faith belief that he has met the requisite standard of conduct and of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this paragraph f or otherwise.

Determinations and authorizations of payment made under this paragraph f(ii) shall be made in the same manner as the determination that indemnification is permissible, except in those circumstances specified in the Rhode Island General Laws.

(iii) Right of Claimant to Bring Suit. If a claim under paragraph f is not paid in full by the corporation within ninety days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce the claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Rhode Island General Laws for the corporation to make indemnity for the amount claimed, but the burden of proving such defense by clear and convincing evidence shall be on the corporation. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Rhode Island General Laws, nor an actual determination

by the corporation (including its Board of Directors or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(iv) Non-Exclusivity of Rights. The rights conferred on any person by this Section shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of these articles, by-laws, agreement, vote of disinterested directors or otherwise.

(v) Insurance. The corporation may maintain insurance, at its expense, to protect itself and any such director or officer of the corporation or another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Rhode Island General Laws.

.. Corporate ID _____



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF



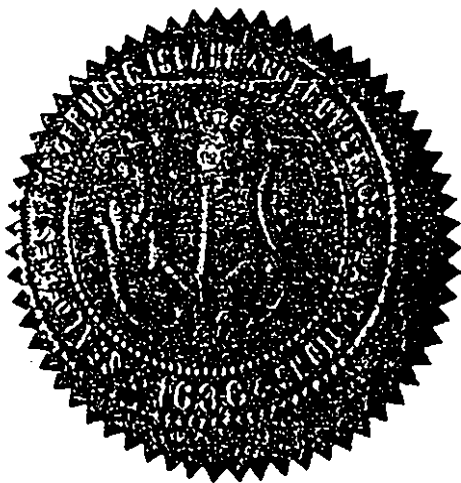
Rhode Island Association of Admissions Officers

The undersigned, as Secretary of State of the State of Rhode Island, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Rhode Island Association of Admissions Officers

duly signed pursuant to the provisions of Chapter 7-6 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in her by law, hereby issues this Certificate of Incorporation of Rhode Island Association of Admissions Officers

and attaches hereto a duplicate original of the Articles of Incorporation.



IN TESTIMONY WHEREOF, I have hereunto set
my hand and affixed the seal of the State of Rhode
Island this Twenty-ninth day of
December A.D., 19 88

Kathleen A. Connell

Secretary of State

By *Harold J. Kenna*
Acting Deputy Secretary of State