

Filing Fee: \$50.00

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

73775

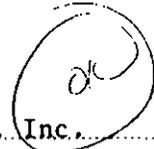
APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

City Year, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-6-74 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is City Year, Inc.



SECOND: It is incorporated under the laws of Massachusetts

THIRD: The date of its incorporation is February 18, 1988 and the period of its duration is perpetual

FOURTH: The address of its principal office in the state or country under the laws of which it is incorporated is 11 Stillings Street, Boston, MA 02210

FIFTH: The address of its proposed registered office in Rhode Island is CT Corporation System, and the name of its proposed registered agent in Rhode Island at that address is CT Corporation System, 123 Dyer Street, Providence, RI 02903

SIXTH: The purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are: To operate a youth service program (service corps.) for educational and charitable purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code.

AMT #29
104129

Rec'd & Filed AUG 27 1993

SEVENTH: The names and respective addresses of its directors and officers are:

NAME	OFFICE	ADDRESS
.....	Director
.....	Director	See attached schedule
.....	Director
.....
.....
.....	President
.....	Vice President
.....	Secretary	See attached schedule
.....	Treasurer
.....
.....

EIGHTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 7/28, 19 93

City Year, Inc. (Note 1)

By Alan Khazei *Alan Khazei* (Note 2)

Its President

and Nancy Kelley *Nancy J Kelley* (Note 2)

Its *Clerk* Secretary (Clerk)
Nancy Kelley

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- NOTES:
1. Exact corporate name of corporation making the application.
 2. Signatures and titles of officers signing for the corporation.

CITY YEAR, INC.

Schedule to Application by a Foreign Corporation
for a Certificate of Authority
to Transact Business
in the State of South Carolina

OFFICERS

President	Alan Khazei * 11 Stillings Street Boston, MA 02210
Executive Vice President	Michael Brown 11 Stillings Street Boston, MA 02210
Treasurer	Steve Woodsum Summit Partners One Boston Place Boston, MA 02108
Clerk (Secretary)	Nancy Kelley Hale and Dorr 60 State Street Boston, MA 02109

DIRECTORS

James Ansara Shawmut Design & Construction 173 B Norfolk Avenue Boston, MA 02119	Michael Brown 11 Stillings Street Boston, MA 02210
Matina Horner TIIAA-CREF 730 3rd Avenue New York, NY 10017	Dr. Hubert Jones BU School of Social Work 264 Bay State Road Boston, MA 02213
Alan Khazei 11 Stillings Street Boston, MA 02210	Raquel Melo Brown University Box 5109
Jeffrey Swartz The Timberland Company 11 Merrill Industrial Drive P.O. Box 5050 Hampton, NH 03842-5050	Steve Woodsum Summit Partners One Boston Place Boston, MA 02108

Ed Cohen
General Atlantic Partners
125 East 56th Street
New York, NY

* Also the principal salaried executive officer.

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CORPORATION DIVISION
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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this *18th* day of *February* 19 *88*

Effective date

Michael J. Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO: Steven D. Eimert, Esq.
Sherin and Lodgen
.....
100 Summer Street
.....
Boston, MA 02110
.....
Telephone..... (617) 426-5720

Filing fee \$30.00

Copy Mailed

A TRUE COPY ATTEST
Michael J. Connolly
MICHAEL J. CONNOLLY
SECRETARY OF STATE
DATE *2/17/88* CLERK *[Signature]*