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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903-1335

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6-34 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Partnerships Make A Difference, Inc.

SECOND: The period of its duration (if perpetual, so state) Perpetual

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

The corporation is organized exclusively for the charitable and educational purposes as defined under Section 501(c) (3) of the Internal Revenue Code of 1954 and in furtherance of said purpose but without limiting the foregoing, to provide educational programs and materials to children, youth and adults.

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:

(Note 1)

See Attached 4A - 4D

RECEIVED
SECRETARY OF STATE
JAN 15 1996
MAR 13 1996

FILED
Date of receipt of ED's Approval
FEB 28 1996

By

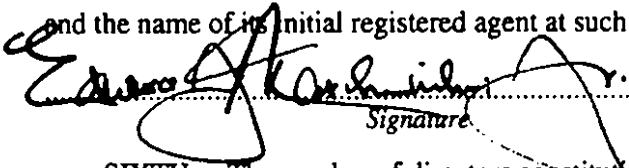
[Signature]

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FIFTH: The address of the initial registered office of the corporation is (Provide street address - Not P.O. Box)

222 Chestnut Street, Providence, R.I. 02903 (add Zip Code);

and the name of its initial registered agent at such address is: Edward J. Marchwicki, Jr.


Signature

2

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

Name

Address

Joseph J. Quaranta

1452 Westminster Drive, Columbus, OH 43221

J. Troy Earhart

25 Fort Hill Road, Bristol, R.I. 02809

Edward J. Marchwicki, Jr.

222 Chestnut Street, Providence, RI 02903

SEVENTH: The name and address of each incorporator is:

Name

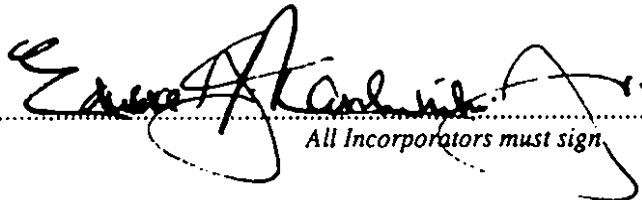
Address

Edward J. Marchwicki, Jr.

222 Chestnut Street, Providence, R.I. 02903

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): ~~January 1, 1996~~ upon filing

Dated March 1, 1996


All Incorporators must sign

Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

Natalie Alviti Bielawski

Teachers Make the Difference, Inc.-----

184 East View Avenue

Cranston, Rhode Island 02920

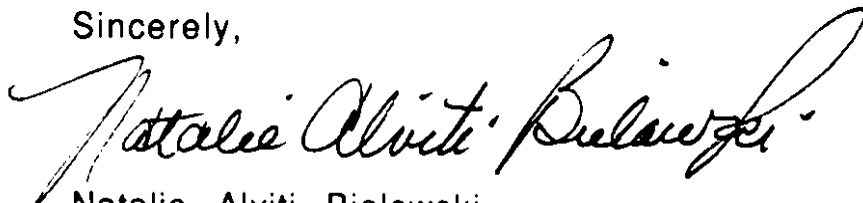
March 20, 1996

To Whom It May Concern:

I, Natalie Alviti Bielawski, President of Teachers Make the Difference, Inc. hereby state that I give my consent to allow J. Troy Earhart's organization to use the name "Partnerships Make A Difference, Inc."

If further information is needed, you may contact me at 401-943-5961.

Sincerely,



Natalie Alviti Bielawski
President

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By_____



STATE OF RHODE ISLAND & PROVIDENCE PLANTATIONS
DEPARTMENT OF EDUCATION

255 Westminster Street
Providence, R.I. 02903

Peter McWalters
Commissioner

(401) 277-2031
FAX (401) 277-6178
Voice/TDD (401) 277-2031

March 28, 1996

Ms. Sandra M. Williams
Director of Corporations
Office of the Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335

RE: Partnerships Make a Difference, Incorporated

Dear Ms. Williams:

In regard to your query of March 22, 1996, regarding incorporation of Partnerships Make a Difference, Inc., it would appear from our review of the documents supplied that the proposed corporation does not include the operation of a school as encompassed by the provisions of Section 16-40-1, of the General Laws of Rhode Island, 1956, as amended. The Department of Elementary and Secondary Education does not regulate non profit foundations and as such the above request is not under our jurisdiction.

Sincerely,

Stephen A. Nardelli
School Improvement Center

SAN/kdn

FILED

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By _____

4. The corporation shall have, and may exercise, in furtherance of its corporate purposes, the following powers:

- (a) The corporation shall have perpetual succession in its corporate name.
- (b) The corporation may sue and be sued.
- (c) The corporation may have a corporate seal which it may alter at pleasure.
- (d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
- (e) The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.
- (f) The corporation may solicit and receive contributions from any and all sources and may receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- (g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in all or any of its property, or any interest therein, wherever situated.
- (h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
- (i) The corporation may take contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
- (j) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or

business unrelated to its tax exempt purposes.

~~(l) The corporation may pay pensions, establish and carry out pension, savings and other retirement plans and provisions for any or all of its directors, officers and employees.~~

(m) The corporation is intended to qualify for exemptions from federal income tax under Section 501(c) (3) of the Internal Revenue Code and shall make no contribution for other than religious, charitable, scientific, literary or educational purposes.

(n) The corporation may be an incorporator of other corporations of any type or kind.

(o) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(p) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.

(q) Meeting of the members may be held anywhere in the United States.

(r) the corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c) (3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, or employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; or (b) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including

counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

(s) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and 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 distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(t) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code.

(u) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

The directors shall distribute the 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.

The directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess

business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(v) The corporation shall have and may exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180, or any other chapter of the General Laws of The Commonwealth of Massachusetts; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501(c) (3) of the Internal Revenue Code.

(w) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended; and (ii) to the General Laws of The Commonwealth of Massachusetts, or any chapter thereof, shall refer to said General Laws or chapter as now in force or hereafter amended.