

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Virginia Cairns, Bonnie T. L'Etoile,  
Paulette Russell, Linda D. Tucker, and Mary A. Marr

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapter 7-6 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of

VILLAGE COOPERATIVE SCHOOL, INC.

THIRD. Said corporation is constituted for the purpose of

Operating a non-profit nursery age workshop and play  
group for preschool-aged children.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See §§ 7-6-7, 7-6-8 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every such corporation shall have power:

- (a) to have perpetual succession in its corporate name unless a period for its duration is limited in its articles of association or charter;
- (b) to sue and be sued in its corporate name;
- (c) to have and use a common seal and alter the same at pleasure;
- (d) to elect such officers and appoint such agents as its purposes require, and to fix their compensation and define their duties;
- (e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its members and directors, the manner of electing its officers and directors, the mode of voting by proxy, and the number, qualifications, powers, duties and term of office of its officers and directors, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
- (f) to make contracts, incur liabilities and borrow money.

Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all one hundred fifty thousand dollars (\$150,000); provided, however, that the foregoing limitation shall not apply to corporations organized for the purposes of fostering, encouraging and assisting the physical location, settlement or resettlement of industrial and manufacturing enterprises within the state, and to whose members no profit shall ensue. If any corporation subject to the foregoing limitation desires to take and hold property to an amount exceeding one hundred fifty thousand dollars (\$150,000) either originally or by amendment, such privilege shall be granted only by the general assembly on petition thereto

(Over)

FOURTH. Said corporation shall be located in Kingston, Rhode Island.  
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. The voting members of this corporation shall consist of the parents of those children enrolled in the group and in good standing. Each membership shall have one vote.

SIXTH. The corporation shall not have or issue shares of stock or pay dividends.

SEVENTH. Upon any dissolution or termination of the existence of the corporation all of its property and assets shall, after payment of the corporation's lawful debts and the expenses of its dissolution or termination, be distributed for exclusively educational or charitable purposes to an organization exempt from taxation under the provisions of section 501(c)(3) of the Internal Revenue Code.

In Testimony Whereof, We have hereunto set our hands and stated our residences this  
24th day of August A. D. 1981

NAME	RESIDENCE
<u>Virginia A. Cairns</u>	RFD 3 South Road, Kingston, R.I.
<u>Bonnie Tucker L'Etoile</u>	P.O. Box 88 Indian Corner Rd. Slocum, R.I.
<u>Mary A. Marr</u>	Estelle Dr., West Kingston, R.I.
<u>Pauline C. Russell</u>	South County Trail, West Kingston, R.I.
<u>Linda D. Tucker</u>	P.O. Box 85 Indian Corner Rd. Slocum, R.I.

STATE OF RHODE ISLAND, }  
COUNTY OF Washington }

In the City }  
Town } of Kingston

in said county this 24th day of August A. D. 1981, then  
personally appeared before me Virginia Cairns Bonnie Tucker L'Etoile,  
Mary A. Marr, Pauline Russell

each and all known to me and known by me to be the parties executing the foregoing  
instrument, and they severally acknowledged said instrument by them subscribed to be  
their free act and deed.

Linda D. Tucker

Notary Public.

STATE OF RHODE ISLAND  
County of Washington

In the Town of NORTH KINGSTOWN

in said county this 25th day of August A.D. 1981,  
then personally appeared before me LINDA D. TUCKER  
each and all known to me and known by me to be the parties executing  
the foregoing instrument, and they each acknowledge said instrument  
by her to be her free act and deed.

My commission expires  
June 30 1986

M. Gladys Hoffman  
Notary Public

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

VILLAGE COOPERATIVE

SCHOOL, INC.

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FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
**DEPARTMENT OF EDUCATION**

235 Promenade Street, Providence, Rhode Island 02908

Arthur R. Pontarelli  
Commissioner

September 4, 1981

Mr. Anthony Florio  
Corporations Secretary  
Office of the Secretary of State  
State House  
Providence, Rhode Island 02903

RE: VILLAGE COOPERATIVE SCHOOL, INC.

Dear Mr. Florio:

In accordance with Chapter 16-48 of the General Laws of Rhode Island, 1956, as amended, please be advised that the enclosed Articles of Association in the above name have been reviewed and approval of same is granted by this office.

Sincerely,

Arthur R. Pontarelli  
Commissioner of Education

ARP(PFM):fg

Enclosure