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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 Rhode Islanders Sponsoring Education

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

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

See Exhibit A attached hereto

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 Exhibit B attached hereto

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STATE OF RHODE ISLAND
SECRETARY OF STATE
PROVIDENCE

FIFTH: The address of the initial registered office of the corporation is (Provide street address - Not P.O. Box)
c/o Edwards & Angell, 2700 Hospital Trust Tower, Providence, RI 02903 (add Zip Code),
and the name of its initial registered agent at such address is: G. Scott Nebergall

G. Scott Nebergall
Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 3,
and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Kevin Vigilante, M.D.	Department of Medicine, Miriam Hospital, 164 Summit Ave., Providence, RI 02906
Mary Jane Creamer	14 Wingate Road, Providence, Rhode Island 02906
Timothy P. Flanigan, M.D.	Department of Medicine, Miriam Hospital, 164 Summit Ave., Providence, RI 02906

SEVENTH: The name and address of each incorporator is:

Name	Address
G. Scott Nebergall	Edwards & Angell, 2700 Hospital Trust Tower, Prov., RI 02903

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): UPON filing of these Articles of Incorporation

Dated Oct. 19, 19 96

G. Scott Nebergall
G. Scott Nebergall 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.

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, 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"). Such purposes shall include, but not be limited to, providing financial assistance and personal support to disadvantaged students whose educational prospects would otherwise be poor including, among other things, paying the cost of tuition to private Rhode Island elementary and high schools for such students and soliciting charitable contributions and making grants to further these purposes.

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. The corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other

provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of 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 Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) 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 of Rhode Island, 1956, as amended (the "Rhode Island General Laws").

c. The corporation shall be a non-membership corporation and shall have no authority to issue capital stock. 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. 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 the

federal government, or a state or local government, exclusively for a public purpose.

c. The corporation shall have the power to indemnify, to pay expenses to, and to purchase and maintain insurance for its directors, officers, and other persons to the full extent permitted by the law of the State of Rhode Island, but only to the extent that the status of the corporation as a corporation exempt under Section 501(c)(3) of the Code shall not be affected thereby. A director of the corporation shall not be personally liable to the corporation or to its members 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 or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.