State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION
(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Paul Farago, Daniel S. Shedd, William B. Anderson, Harry A. Schult and John F. Corrigan

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 BIZ ED

THIRD. Said corporation is constituted for the purpose of assisting public officials, community leaders and others in assembling and developing information and proposals directed towards the economic development of this State; compiling statistical and other information relative to the economic development of the State; and the dissemination of such information to interested groups and other parties, and generally to do and perform any and all acts incidental to the foregoing purposes, but not for pecuniary profit or financial gain of its officers or directors, except as permitted by Rhode Island law.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See §§ 7-6-7. 7-6-7.1 and 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 certain corporations organized for the purposes enumerated in § 7-6-8. 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 Providence (City or Town), Rhode Island.

(Further provisions not inconsistent with law)

FIFTH In the event of dissolution, or other liquidation of said corporation, whether voluntary, involuntary, by operation of law or otherwise, any remaining assets, after the payment of legal obligations, shall be distributed to such organization or organizations organized and operated exclusively for related charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine.

SIXTH This corporation is organized without capital stock and shall be operated exclusively for charitable purposes. No part of the net earnings or property of said corporation shall inure to the benefit of or be distributable to its members, officers, directors or governors or other private individuals, or be used or appropriated for any purpose other than said purposes, except that said corporation shall be authorized to pay reasonable compensation for services rendered. No substantial part of the activities of said corporation shall involve the participation in or intervention in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the ~~SEVENTH~~ corporation shall be of the character described in the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954.

SEVENTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 9th day of August A. D. 1984

NAME	RESIDENCE
William B. Anderson	119 Adams Ave. E. Barrington, R.I.
Paul Farago	14 Cady St. Providence, RI
Daniel S. Shedd	270 Gano St Prov RI
John F. Corrigan	22 Tory Lane, East Greenwich, RI
Harry B. Schult	297 Water St Portsmouth RI

STATE OF RHODE ISLAND;
COUNTY OF Providence

In the City / Town of Providence in said county this 9th day of August A. D. 1984, then personally appeared before me Paul Farago, Daniel S. Shedd, William B. Anderson, Harry B. Schult, John F. Corrigan

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.

Patricia A. Abbruzzi
My Commission Expires June 30, 1986 Notary Public.

AUG 1 4 1984

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

08/14/84 PAID 0054A031
CHEK 35.00
CP35 35.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

Rec'd. & Filed AUG 1 4 1984 19

WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
BIZ ED

The undersigned, constituting the entire membership of the Board of Directors of Biz Ed, a Rhode Island non-business corporation (the "Corporation"), hereby take the following action and adopt the following resolutions:

RESOLVED: That the following persons be elected to the offices of the Corporation as set opposite their respective names to serve as such until their successors are duly elected and qualified or until their earlier resignation or removal:

- President
- Vice President
- Treasurer
- Secretary
- Assistant Secretary

RESOLVED: That the Secretary be, and hereby is, authorized to purchase a corporate seal, minute book and any other books that may be necessary for the business of the Corporation.

RESOLVED: That the depository of the corporate funds shall be any bank doing business in Rhode Island.

RESOLVED: That the President and Secretary of the Corporation be, and they each hereby are, acting singly, authorized, empowered and directed to do and perform all things and to execute any and all documents and instruments as each of them shall in their sole discretion deem to be necessary to effectuate all of the foregoing resolutions.

Executed and made effective as of the 9 day of August, 1984.

Paul Farago, Director

Daniel S. Shedd, Director

William B. Anderson, Director

Harry ~~A.~~ Schult, Director

John F. Corrigan, Director

BIZ ED

A Non-Business Corporation organized pursuant to Rhode Island General Laws (1956), as amended

ACTION BY INCORPORATORS BY CONSENT IN WRITING

The undersigned, being the incorporators of BIZ ED, a nonbusiness corporation (the "Corporation"), certifies that the original and duplicate Articles of Association of the Corporation, a copy of which shall be made a part of the record of the Corporation, have been filed with the office of the Secretary of State of Rhode Island along with all required fees, and hereby take the following action and adopt the following resolutions by consent in writing pursuant to Rhode Island General Laws, (1956), as amended, §7-1.1-47(d):

RESOLVED: That the Bylaws proposed for the Corporation, a copy of which is attached hereto and shall be attested to by the Secretary of the Corporation and made a part of the record of the Corporation, be, and the same hereby are, approved and adopted as the Bylaws of the Corporation.

RESOLVED: That the following persons be elected to serve as Directors of the Corporation until their successors are duly elected and qualified or until their earliest resignation or removal:

Paul Farago	-	Director
Daniel S. Shedd	-	Director
William B. Anderson	-	Director
Harry A. Schult	-	Director
John F. Corrigan	-	Director

RESOLVED: That the Directors of the Corporation be, and they hereby are, authorized, empowered and directed to do and perform all things and to execute any and all documents and instruments as each of them in their sole discretion deem to be necessary to effectuate all of the foregoing resolutions.

Executed and made effective as of the 9 day of August, 1984.

Paul Fatago, Incorporator

Daniel S. Shedd, Incorporator

William B. Anderson, Incorporator

Harry A. Schult, Incorporator

John F. Corrigan, Incorporator