



**State of Rhode Island
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Always Learning Rhode Island

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

EXCLUSIVELY FOR EDUCATIONAL PURPOSES AND THE ADVANCEMENT OF
EDUCATION, AND IN
PARTICULAR TO SUPPORT AND ADVANCE LEARNING FOR RHODE ISLAND YOUTH
BY
AUGMENTING THE 180 DAYS OF THE TRADITIONAL SCHOOL SCHEDULE TO
PROVIDE
OPPORTUNITY FOR YEAR-ROUND OUT-OF-SCHOOL LEARNING IN STUDENTS
HOMES AND IN
THE COMMUNITY THROUGH RESEARCH, EDUCATING THE PUBLIC, AND
PROVIDING RESOURCES
SUCH AS GRANTS, SERVICES, AND OTHER SUPPORT FOR YEAR-ROUND LEARNING.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

1. THE CORPORATION SHALL HAVE AND BE AUTHORIZED TO EXERCISE ANY AND
ALL
POWERS NOW OR HEREAFTER VESTED IN OR CONFERRED UPON CORPORATIONS
CREATED
UNDER RHODE ISLAND GENERAL LAWS, TITLE 7, CHAPTER 6. IN ADDITION, THE
CORPORATION SHALL HAVE AND BE AUTHORIZED TO EXERCISE THE FOLLOWING
POWERS:

A. THE CORPORATION MAY SOLICIT AND RECEIVE CONTRIBUTIONS AND GRANTS FROM ANY AND ALL SOURCES AND MAY RECEIVE AND HOLD, IN TRUST OR OTHERWISE, FUNDS RECEIVED BY GIFT OR BEQUEST.

B. THE CORPORATION MAY MAKE DONATIONS IN SUCH AMOUNTS AS THE DIRECTORS SHALL DETERMINE, IRRESPECTIVE OF CORPORATE BENEFIT, FOR THE PUBLIC WELFARE OR FOR COMMUNITY FUNDS, CHARITABLE, EDUCATIONAL OR CIVIC PURPOSES.

C. THE CORPORATION MAY BE A PARTNER IN ANY BUSINESS ENTERPRISE WHICH IT WOULD HAVE POWER TO CONDUCT BY ITSELF.

D. THE CORPORATION MAY MAKE CONTRACTS OF GUARANTEE AND SURETYSHIP TO THE FULLEST EXTENT AS PERMITTED BY RHODE ISLAND GENERAL LAWS, TITLE 7, CHAPTER 6.

E. THE CORPORATION MAY DO BUSINESS, CARRY ON ITS OPERATIONS, HAVE OFFICES AND EXERCISE THE POWERS GRANTED BY RHODE ISLAND GENERAL LAWS, TITLE 7, CHAPTER 6, IN ANY JURISDICTION WITHIN OR WITHOUT THE UNITED STATES.

2. THE DIRECTORS OF THE CORPORATION BY MAJORITY VOTE MAY MAKE, AMEND OR REPEAL THE BY-LAWS OF THE CORPORATION IN WHOLE OR IN PART.

3. THE CORPORATION SHALL NOT EXERCISE ANY POWER GRANTED IN THESE ARTICLES OF INCORPORATION IN A MANNER INCONSISTENT WITH RHODE ISLAND GENERAL LAWS, TITLE 7, CHAPTER 6, OR ANY OF THE OTHER RHODE ISLAND GENERAL LAWS. IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO EXEMPTION FROM TAXES UNDER SECTION 501 (C)(4) OF THE INTERNAL REVENUE CODE. ACCORDINGLY, THE CORPORATION SHALL NOT EXERCISE ANY SUCH POWER IN A MANNER INCONSISTENT WITH, OR WHICH WOULD DEPRIVE IT OF, ITS EXEMPTION FROM TAXES THEREUNDER.

4. THE FOLLOWING SHALL BE FURTHER LIMITATIONS ON THE POWERS OF THE CORPORATION NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF

INCORPORATION.

A. IN THE EVENT OF THE LIQUIDATION, DISSOLUTION OR TERMINATION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO MEMBER, OFFICER OR DIRECTOR OF THE CORPORATION SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF. UPON THE LIQUIDATION, DISSOLUTION OR TERMINATION OF THE CORPORATION AFTER PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION OR DUE PROVISION THEREOF, THE BALANCE OF ALL MONEY, ASSETS, AND OTHER PROPERTY OF THE CORPORATION, PURSUANT TO RESOLUTION OF THE BOARD OF DIRECTORS OF THE CORPORATION, OR IN DEFAULT THEREOF, AN ORDER OF THE COURT OF COMPETENT JURISDICTION, SHALL BE DISPOSED OF TO ONE OR MORE ORGANIZATIONS SPECIFIED IN SECTION 501 (C)(4) OF THE INTERNAL REVENUE CODE AND ORGANIZED AND OPERATED FOR PURPOSES RELATED TO ONE OR MORE PURPOSES OF THE CORPORATION, OR FOR ONE OR MORE EXEMPT PURPOSES SPECIFIED IN SECTION 501 (C)(4) OF THE INTERNAL REVENUE;

B. THE CORPORATION SHALL USE AND/OR DISTRIBUTE ITS PROPERTY FROM TIME TO TIME HELD BY THE CORPORATION SOLELY IN THE FURTHERANCE OF THE EXEMPT PURPOSES OF THE CORPORATION IN SUCH MANNER AS THE BOARD OF DIRECTORS SHALL DETERMINE;

C. NO PART OF THE ASSETS OR NET EARNINGS, IF ANY, OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, ITS DIRECTORS, ITS OFFICERS OR ANY PRIVATE SHAREHOLDER OR INDIVIDUAL, 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 EXEMPT PURPOSES SET FORTH IN ARTICLE III OF THESE ARTICLES OF INCORPORATION;

D. THE CORPORATION SHALL NOT DIRECTLY OR INDIRECTLY PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTING OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE, AND NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT TO THE EXTENT THE CORPORATION MAKES EXPENDITURES FOR PURPOSES OF INFLUENCING LEGISLATION IN CONFORMITY WITH THE REQUIREMENTS OF SECTION 501 (H) OF THE INTERNAL REVENUE CODE).

5. IN THE EVENT THE CORPORATION IS A "PRIVATE FOUNDATION" AS DEFINED IN SECTION 509 OF THE INTERNAL REVENUE CODE, THEN NOTWITHSTANDING ANY OTHER PROVISIONS IN THESE ARTICLES OF INCORPORATION OR THE BY-LAWS OF THE CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY:

A. THE INCOME OF THE CORPORATION FOR EACH TAXABLE YEAR SHALL BE DISTRIBUTED AT SUCH TIME AND IN SUCH MANNER AS NOT TO SUBJECT THE CORPORATION TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE INTERNAL REVENUE CODE;

B. THE CORPORATION SHALL NOT ENGAGE IN ANY SET OF SELF-DEALING AS DEFINED IN SECTION 4941 (D) OF THE INTERNAL REVENUE CODE;

C. THE CORPORATION SHALL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE INTERNAL REVENUE CODE;

D. THE CORPORATION SHALL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE;

E. THE CORPORATION SHALL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE INTERNAL REVENUE CODE.

WITHOUT LIMITING THE GENERALITY OF, AND NOTWITHSTANDING THE FOREGOING PROVISIONS OF THIS SECTION 5, DURING SUCH PERIODS AS THE CORPORATION SHALL

CONSTITUTE AN OPERATING FOUNDATION WITHIN THE MEANING OF SECTION 4942(J) OF THE INTERNAL REVENUE CODE, THE CORPORATION SHALL NOT BE REQUIRED TO DISTRIBUTE INCOME PURSUANT TO SECTION 4942 OF THE INTERNAL REVENUE CODE.

6. NO OFFICER OR DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS AN OFFICE OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR (I) FOR ANY BREACH OF THE OFFICER'S OR 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 OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. NO AMENDMENT TO OR REPEAL OF THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY OFFICER OR DIRECTOR FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH OFFICER OR DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL.

7. ALL REFERENCES IN THESE ARTICLES OF INCORPORATION (I) TO THE INTERNAL REVENUE CODE, OR ANY TITLE, CHAPTER, SECTION OR OTHER PROVISION THEREOF, SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986 AS NOW IN FORCE OR HEREFTER AMENDED; (II) TO THE RHODE ISLAND GENERAL LAWS, OR ANY TITLE, CHAPTER, SECTION OR OTHER PROVISION THEREOF; SHALL BE DEEMED TO REFER TO THE RHODE ISLAND GENERAL LAWS AS NOW IN FORCE OR HEREFTER AMENDED; AND (III) TO PARTICULAR PROVISIONS OF THE INTERNAL REVENUE CODE OR THE RHODE ISLAND GENERAL LAWS SHALL BE DEEMED TO REFER TO SIMILAR OR SUCCESSOR

PROVISIONS
HEREAFTER ADOPTED.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 1 PARK ROW, STE #5
City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is JEFFREY PADWA, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	STEPHEN HUTTLER	17 ELIZABETH LN MIDDLETOWN, RI 02842 USA
DIRECTOR	SARA ENRIGHT	119 WOODBURY ST PROVIDENCE, RI 02906 USA
DIRECTOR	VICTORIA CRIADO	15 BELTON DR BARRINGTON, RI 02806 USA
DIRECTOR	ROBERT A. WALSH JR.	115 BRISAS CIR EAST GREENWICH, RI 02818 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	JEFFREY PADWA ESQ.	1 PARK ROW, STE #5, PROVIDENCE, RI 02903 PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 27 Day of March, 2023 at 12:58:12 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.
JEFFREY PADWA, ESQ.

Form No. 200
Revised 09/07

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State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

March 27, 2023 12:56 PM

A handwritten signature in black ink, reading "Gregg M. Amore".

Gregg M. Amore
Secretary of State

