



**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 Rhode Island Businesses for Better Education Inc.

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

(A) THE CORPORATION WILL FORM AN ALLIANCE OF BUSINESSES AND BUSINESS ORGANIZATIONS COMMITTED TO TAKING ACTION THAT IMPROVES RHODE ISLAND'S PUBLIC K-12 SYSTEM, FOCUSED ON ENSURING THAT EVERY STUDENT IS PROVIDED A HIGH-QUALITY EDUCATION TO MEET THE DEMANDS OF RHODE ISLAND'S FUTURE COMPETITIVE ECONOMY.

(B) TO DO ANY AND ALL THINGS NECESSARY, SUITABLE OR PROPER FOR THE ATTAINMENT OF ANY AND ALL OF THE FOREGOING PURPOSES, AND, SUBJECT TO THE LIMITATIONS HEREINAFTER CONTAINED, TO ENGAGE IN ANY LAWFUL ACTIVITY FOR WHICH A NON-PROFIT CORPORATION MAY BE ORGANIZED UNDER CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED, OR THE CORRESPONDING PROVISIONS OF ANY FUTURE STATUTE ENACTED IN SUBSTITUTION THEREFOR.

(C) TO OPERATE EXCLUSIVELY FOR SUCH PURPOSES AS WILL NOT DISQUALIFY IT AS AN EXEMPT ORGANIZATION UNDER 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, AND NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SAID SECTION.

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:

(A) A DIRECTOR OF THE CORPORATION WILL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S 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 THE LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED IMPROPER PERSONAL BENEFIT. IF THE RHODE ISLAND NON-PROFIT CORPORATION ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR OF THE CORPORATION WILL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND NON-PROFIT CORPORATION ACT, AS SO AMENDED. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS PARAGRAPH BY THE CORPORATION WILL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

(B) THE CORPORATION IS NOT ORGANIZED FOR PROFIT, AND NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, 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 3
HEREOF.

(C) NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE ORGANIZATION SHALL BE
CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE
LEGISLATION
AND THE ORGANIZATION SHALL NOT PARTICIPATE IN OR INTERVENE IN
(INCLUDING
THE PUBLICATION OR DISTRIBUTION OF STATEMENTS), ANY POLITICAL
CAMPAIGN ON
BEHALF OF OR IN OPPOSITION TO ANY CANDIDATES FOR PUBLIC OFFICE.

(D) UPON THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS
(AS
THAT TERM IS DEFINED BY THE RHODE ISLAND NON-PROFIT CORPORATION
ACT) OF THE
CORPORATION SHALL, AFTER PAYING OR MAKING PROVISION FOR THE
PAYMENT OF ALL
LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF THE ASSETS OF THE
CORPORATION TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND
OPERATED
EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES AS SHALL AT THE
TIME
QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION
501(C)(3)
OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION
OF ANY
FUTURE UNITED STATES FEDERAL TAX CODE), AS THE BOARD OF DIRECTORS
SHALL
DETERMINE. ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF
BY
THE SUPERIOR COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE
CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO
SUCH
ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE,
WHICH ARE
ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE V

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

No. and Street: 100 WESTMINSTER STREET, SUITE 1500

C/O HINCKLEY, ALLEN & SNYDER LLP

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is

HASLAW, INC.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 8 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	ELIZABETH CATUCCI	6 BLACKSTONE VALLEY PLACE SUITE 402, 2ND FLOOR LINCOLN, RI 02865 USA
DIRECTOR	DAVE CHENEVERT	2 DOUGLAS PIKE SMITHFIELD, RI 02917 USA
DIRECTOR	MICHAEL DIBIASE	225 DYER STREET 2ND FLOOR PROVIDENCE, RI 02903 USA
DIRECTOR	ERIN DONOVAN-BOYLE	513 BROADWAY, SUITE 218 NEWPORT, RI 02840 USA
DIRECTOR	OSCAR MEJIAS	1955 WESTMINSTER STREET PROVIDENCE, RI 02909 USA
DIRECTOR	LISA RANGLIN	220 SMITH STREET PROVIDENCE, RI 02908 USA
DIRECTOR	JOHN C. SIMMONS	546 ANGELL STREET, UNIT 6B PROVIDENCE, RI 02906 USA
DIRECTOR	LAURIE WHITE	30 EXCHANGE TERRACE PROVIDENCE, RI 02903 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	MICHAEL DIBIASE	225 DYER STREET, 2ND FLR, C/O R.I. PUB. EXPEN. COUNCIL 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 21 Day of August, 2024 at 4:19:14 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.

MICHAEL DIBIASE

Form No. 200
Revised 09/07

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