



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

Fee: \$10.00

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

**Non-Profit Corporation
Articles of Amendment**

(Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Olea Montessori School Inc

If the entity's name is changing, state the new name: Olea Montessori School Inc

ARTICLE II

If the corporate duration is changing, so state: X Perpetual

If the corporate purpose is changing, so state:

THIS CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL,

AND SCIENTIFIC PURPOSES WITHIN THE MEANING OF SECTIONS 170(C)(2), 501(C)(3), 2055(A) AND 2522(A) OF

THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"). WITHIN THE FRAMEWORK AND LIMITATIONS

OF THE FOREGOING, THE SPECIFIC PRIMARY PURPOSE OF THIS CORPORATION IS TO OPERATE A MONTESSORI DAY

CARE/CHILD CARE CENTER CONSISTENT WITH THE DESIGN PRINCIPLES OF THE WILDFLOWER FOUNDATION, A

MINNESOTA NONPROFIT CORPORATION DESCRIBED IN SECTION 501(C)(3) OF THE

CODE DEDICATED TO CREATING

SPACES FOR LEARNING THAT SUPPORT CHILDREN, PARENTS AND TEACHERS ON
THEIR UNFOLDING JOURNEY TOWARD

FULFILLING THEIR POTENTIAL.

If there is a change in the number of directors, modify this section:

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

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	JO'NELLA QUEEN GUEYE	90 RADCLIFFE AVENUE PROVIDENCE, RI 02908 USA
VICE PRESIDENT	SHADURA LEE	128 OLIVER AVE TRENTON, NJ 08618 USA
DIRECTOR	MARY ANN ZMETRA	783 POUND HILL ROAD NORTH SMITHFIELD, RI 02896 USA
DIRECTOR	AHMED STEVEN GUEYE	90 RADCLIFFE AVENUE PROVIDENCE, RI 02908 USA

If there are any other provisions to be amended, so state:

ARTICLE 4

OTHER LAWFUL PROVISIONS

INSERT THE FOLLOWING FOR OTHER LAWFUL PROVISIONS (YOU WILL NEED TO

MAKE THIS AN ATTACHMENT AND CHECK
THE BOX INDICATING YOU HAVE DONE SO):

SECTION A: POWERS

FOR SUCH PURPOSES, AND NOT OTHERWISE, THIS CORPORATION SHALL HAVE
AND MAY EXERCISE ALL POWERS THAT
ARE AFFORDED TO THIS CORPORATION BY THE RHODE ISLAND NONPROFIT
CORPORATION ACT, AND BY ANY FUTURE
LAWS AMENDATORY THEREOF AND SUPPLEMENTARY THERETO; PROVIDED,
HOWEVER, THAT THIS CORPORATION SHALL
NOT CARRY ON ANY ACTIVITY NOT PERMITTED TO BE CARRIED ON BY A
CORPORATION THAT IS EXEMPT FROM FEDERAL
INCOME TAX UNDER SECTION 501(A) OF THE CODE AS AN ORGANIZATION
DESCRIBED IN SECTION 501(C)(3) OF
THE CODE OR BY A CORPORATION THAT IS DESCRIBED IN, AND CONTRIBUTIONS
TO WHICH ARE DEDUCTIBLE FOR
FEDERAL INCOME AND ESTATE TAX PURPOSES UNDER, SECTIONS 170(C) AND
2055(A) OF THE CODE.

ALL REFERENCES IN THESE ARTICLES OF INCORPORATION TO A PARTICULAR
SECTION OF THE CODE SHALL INCLUDE THE
CORRESPONDING PROVISIONS OF ANY FUTURE FEDERAL TAX LAW.

SECTION B: DIRECTORS

THE MANAGEMENT AND DIRECTION OF THE BUSINESS AND AFFAIRS OF THIS
CORPORATION SHALL BE VESTED IN A
BOARD OF DIRECTORS. THE NUMBER, QUALIFICATIONS, TERMS OF OFFICE,
METHOD OF SELECTION OR ELECTION,
POWERS (INCLUDING MAKING, AMENDING, AND APPEALING THE BYLAWS),
AUTHORITY, AND DUTIES OF THE
DIRECTORS OF THIS CORPORATION, THE TIME, PLACE AND MANNER OF THEIR
MEETINGS, AND SUCH OTHER
PROVISIONS WITH RESPECT TO THEM AS ARE NOT INCONSISTENT WITH THE
EXPRESS PROVISIONS OF THESE ARTICLES
OF INCORPORATION SHALL BE AS SPECIFIED IN OR PRESCRIBED PURSUANT TO
THE BYLAWS OF THIS CORPORATION.

SECTION C: PROHIBITED ACTIVITIES

NO PART OF THE NET INCOME OR EARNINGS OF THIS CORPORATION SHALL,
DIRECTLY OR INDIRECTLY, INURE TO THE
BENEFIT OF ANY PERSON HAVING A PERSONAL AND PRIVATE INTEREST IN THE
ACTIVITIES OF THIS CORPORATION, BUT
THIS CORPORATION MAY PAY REASONABLE COMPENSATION FOR SERVICES

RENDERED TO THIS CORPORATION IN
FURTHERANCE OF ITS PURPOSES SET FORTH IN ARTICLE II HEREOF. NO
SUBSTANTIAL PART OF THE ACTIVITIES OF THIS
CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE
ATTEMPTING, TO INFLUENCE
LEGISLATION, EXCEPT PURSUANT TO AN ELECTION UNDER, AND AS PERMITTED
BY, SECTION 501(H) OF THE CODE,
AND THIS CORPORATION SHALL NOT 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. EXCEPT AS PERMITTED BY APPLICABLE LAW, THIS CORPORATION SHALL
NOT LEND MONEY TO, OR GUARANTEE
THE OBLIGATION OF, ANY DIRECTOR OR OFFICER OF THIS CORPORATION.

SECTION D: NONDISCRIMINATION POLICY

THIS CORPORATION SHALL NOT DISCRIMINATE, ON THE BASIS OF RACE, COLOR,
NATIONAL OR ETHNIC ORIGIN, CREED,
RELIGION, SEX OR GENDER, DISABILITY, AGE, MARITAL STATUS, SEXUAL
ORIENTATION, OR STATUS WITH REGARD TO
PUBLIC ASSISTANCE. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING,
THIS CORPORATION SHALL ADMIT TO
THE SCHOOL, STUDENTS OF ANY RACE, COLOR, NATIONAL AND ETHNIC ORIGIN
TO ALL THE RIGHTS, PRIVILEGES,
PROGRAMS, AND ACTIVITIES GENERALLY ACCORDED OR MADE AVAILABLE TO
STUDENTS AT THE SCHOOL. FURTHER,
THIS CORPORATION SHALL NOT DISCRIMINATE, ON THE BASIS OF RACE, COLOR,
NATIONAL AND ETHNIC ORIGIN IN
ADMINISTRATION OF ITS EDUCATIONAL POLICIES, ADMISSION POLICIES,
SCHOLARSHIP AND LOAN PROGRAMS, AND
ATHLETIC AND OTHER PROGRAMS ADMINISTERED BY THIS CORPORATION.

SECTION E: NO LIABILITY

TO THE EXTENT PERMITTED BY LAW, NONE OF THE DIRECTORS, OFFICERS,
COMMITTEE MEMBERS, EMPLOYEES OR
AGENTS OF THIS CORPORATION SHALL BE PERSONALLY LIABLE FOR THE
PAYMENT OF ANY DEBTS OR OBLIGATIONS OF
THIS CORPORATION OF ANY NATURE WHATSOEVER, NOR SHALL ANY OF THE
PROPERTY OF ANY OF THE DIRECTORS,
OFFICERS, COMMITTEE MEMBERS, EMPLOYEES OR AGENTS BE SUBJECT TO THE
PAYMENT OF THE DEBTS OR
OBLIGATIONS OF THIS CORPORATION TO ANY EXTENT WHATSOEVER. FOR THE
SAKE OF CLARITY AND WITHOUT LIMITING
THE GENERALITY OF THE FOREGOING, THIS PROVISION SHALL NOT BE

INTERPRETED TO ELIMINATE OR LIMIT THE
LIABILITY OF A DIRECTOR IN A MANNER THAT WOULD VIOLATE RHODE ISLAND
GENERAL LAWS § 7-6-34.

SECTION F: DISSOLUTION

THIS CORPORATION MAY BE DISSOLVED IN ACCORDANCE WITH THE LAWS OF
THE STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS. UPON THE DISSOLUTION OF THE CORPORATION,
ASSETS 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 TO A STATE OR LOCAL
GOVERNMENT FOR A PUBLIC PURPOSE. ANY
SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF
COMPETENT JURISDICTION 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.

SECTION G: NO MEMBERS

THIS CORPORATION SHALL NOT HAVE MEMBERS.

ARTICLE III

The Amendment was adopted in the following manner:

(check one box only)

☐ The amendment was adopted at a meeting of members held on , at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

☐ The amendment was adopted by a consent in writing on , signed by all members entitled to vote with respect thereto.

☒ The amendment was adopted at a meeting of the Board of Directors held on 1/17/2025 , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

ARTICLE IV

Date when amendment is to become effective 3/5/2025
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Signed this 5 Day of March, 2025 at 12:50:43 PM. *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.*

By SHADURA LEE

☐ President or ☒ Vice President (check one)

AND

By JONELLA QUEE GUEYE

☒ Secretary or ☐ Assistant Secretary (check one)

Form No. 201
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 05, 2025 12:45 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is written in a cursive style.

Gregg M. Amore
Secretary of State

