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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02804-2815

NON-PROFIT CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 7-8-54 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Interactive Learning Buddies, Inc.

2. A resolution to dissolve the corporation was adopted in the following manner:  
(check one box only)

- The resolution to dissolve the corporation was adopted at a meeting of members held on \_\_\_\_\_ at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The resolution to dissolve the corporation was adopted by a consent in writing on 12/28/11 signed by all members entitled to vote with respect thereto.
- The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on \_\_\_\_\_, and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

3. All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

4. The plan of distribution, if any, adopted by the corporation is as follows:

[Insert Plan of Distribution]  
(If no plan of distribution was adopted, so state.)

See attached plan of distribution.

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- 5. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-8.
- 6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree, which may be entered against it.

Under penalty of perjury, we declare and affirm that we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: December 28, 2011

Interactive Learning Buddies, Inc.  
Print Corporate Name

By *Quyen Pham*

President or  Vice President (check one)

AND

By *Jeanette*

Secretary or  Assistant Secretary (check one)

**UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
INTERACTIVE LEARNING BUDDIES, INC.**

The undersigned, being all of the Board of Directors of INTERACTIVE LEARNING BUDDIES, INC., a non-profit corporation organized and existing under the laws of the State of Rhode Island, do hereby consent to the adoption of the following resolutions by this Corporation, which consent may be executed in any number of counterparts:

WHEREAS, the Board of Directors deem it advisable and in the best interest of the Company that the Company be liquidated and dissolved.

NOW THEREFORE, it is hereby:

**RESOLVED:** That the following plan of liquidation, be and hereby is adopted:

1. This corporation shall dissolve as provided in Section 7-6-50 of the General Laws of the State of Rhode Island. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation, in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision or provisions of any future United States Internal revenue Laws). Any such assets not so disposed of shall be disposed of by the Superior Court of the County of Newport, State of Rhode Island exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the purposes so stated.
2. That this plan for complete liquidation and the distribution of corporate assets be consummated as soon as practicable, and that such assets be distributed as soon as practicable, but in no event later than the termination of a twelve month period from the date of this resolution.
3. That the officers and directors be, and they are hereby authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation of the Company and to fully effectuate the purposes of this plan.
4. That the officers and directors be, and they are hereby authorized and directed to proceed in accordance with the resolutions hereby adopted, to execute and

deliver all documents necessary or convenient on behalf of the Company, to effect the above resolutions, and to take such other actions as may be necessary to effect the purposes of the forgoing resolutions and any and all documents and agreements heretofore done to effectuate the purposes of these resolutions are hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned, constituting all of the Directors of INTERACTIVE LEARNING BUDDIES, INC., have duly executed this written consent on this 12 day of DECEMBER, 2011.

DIRECTORS:

  
THOMAS ROSSI

  
EILEEN MASTICOVA

  
JEAN ROSSI



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, 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:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

