

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION
(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Rebecca King,
Ilena Baksenbaum, William B. Dymally,
Patricia M. Dwyer, Richard J. Dwyer

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 THE MAKESHIFT SCHOOL

THIRD. Said corporation is constituted for the purpose of providing
education and care to children, and is constituted exclusively
for educational purposes as described in Section 501(c)(3)
of the Internal Revenue Code of 1954, as amended.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:— (See §§ 7-6-7, 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 corporations organized for the purposes of fostering, encouraging and assisting the physical location, settlement or resettlement of industrial and manufacturing enterprises within the state, and to whose members no profit shall come. 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, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder.

SIXTH. This corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member (except that reasonable compensation may be paid for services rendered to and for the corporation). In the event of the liquidation of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, and which will use such property to accomplish the purposes for which this corporation is constituted.

In Testimony Whereof, We have hereunto set our hands and stated our residences this

6th day of May A. D. 1981

NAME	RESIDENCE
Rebecca King	56 Rochambeau Ave Prov RI
Richard L. Stahl	93 Evergreen St Prov RI
Patricia M. Surpin	113 Homer St; Providence RI
Ulla Borksen	31 Forest St. Providence RI
William B. Frymeyer	16 Glendale Ave Providence RI

STATE OF RHODE ISLAND,
COUNTY OF Prov.

In the City of Providence

in said county this 6th day of May A. D. 1981, then

personally appeared before me. Patricia M. Surpin, Richard L. Stahl, William B. Frymeyer, Rebecca King, Ulla Borksen

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.

Libertain Marks
Notary Public

✓ 115

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

THE MAKESHIFT SCHOOL

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JUN 3 - 1981

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF EDUCATION
235 Promenade Street, Providence, Rhode Island 02908

Arthur R. Pontarelli
Acting Commissioner

May 29, 1981

Mr. Anthony Florio
Corporations Secretary
Department of State
Office of the Secretary of State
Providence, Rhode Island 02903

RE: THE MAKESHIFT SCHOOL

Dear Mr. Florio:

Please find enclosed original and duplicate Articles of Association in the above name.

It has been ascertained from a member of said proposed corporation that it is their intention to operate a day care center and not a school at this time (please refer copy of attached letter). As licensure would have to be sought for such type center through the State Department for Children and Their Families under Chapter 40-15 of the General Laws, 1956, as amended, the center would be regulated within that jurisdiction. As the Department of Education exercises no control over this type institution, it is thus considered not essential that approval be granted through this office for the processing of the enclosed documents.

Please be advised further that should the members of the above named corporation plan to operate a school program at some future date, assurance has been provided that this Department will be contacted regarding the standard application procedures for approval to operate.

Very truly yours,

Arthur R. Pontarelli
Acting Commissioner of Education

ARP(PFM):fg

Enclosures: (3)

RECEIVED
REGULATORY SERVICES

Rebecca King
The Makeshift School
56 Rochambeau Avenue
Providence, R.I. 02906

Eileen Mateo
Regulatory Services
R.I. Dept. of Education
235 Promenade Street
Providence, R.I. 02908

Dear Ms. Mateo,

This is to inform the Department of Education that we, The Makeshift School, are opening a daycare center for toddlers and preschoolers.

If, at a future date, we change our program to involve a school, we will inform the Department of Education.

Sincerely,

Rebecca King
Rebecca King
The Makeshift School