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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Corporations Division 100 North Main Street Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

T	he name of the corporation is PHS Music Boosters, Inc.
т	he period of its duration is (if perpetual, so state) perpetual
	he specific purpose or purposes for which the corporation is organized are:
_	
_	<u>3</u>
P	Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles accorporation for the regulation of the internal affairs of the corporation are:
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Form No. 200 Revised: 07/05 FEB 2 9 2008

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		38 Wentworth Terrace (Street Address, <u>not</u> P.O. Box)		
Portsmouth	, RI_02871	_ , and the name of its initial registered agent at such		
(City/Town)	(Zip Code)			
address is _James D. Wilkinson,	Jr.			
	(Name of A	gent)		
The number of directors constituting the initial Board of Directors of the Corporation is (not less than three directors)				
and the names and addresses of th	e persons who are to serv	e as the initial directors are:		
<u>Name</u>		<u>Address</u>		
James D. Wilkinson, Jr.	38 Wentworth Ter	38 Wentworth Terrace, Portsmouth, RI 02871 38 Wentworth Terrace, Portsmouth, RI 02871 38 Wentworth Terrace, Portsmouth, RI 02871		
Tammi DeArruda	38 Wentworth Te			
John G. Shaw	38 Wentworth Te			
The name and address of each inc	orporator is:			
<u>Name</u>		Address		
Daniela Balan	c/o LegalZoom.com.	Inc., 7083 Hollywood Blvd., Suite 180, Los Angeles, CA 90028		
Dameia Dalan				

	- 1 :-			
Date when corporate existence is to	not prior to, no	r more than 30 days after, the filing of these Articles of Incorporation)		
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	linda a	and the second s		
	under p have ex	enalty of perjury, I/we declare and affirm friet I/we amined these Articles of Incorporation, including any		
	accompa	anying attachments, and that all statements contained		
	herein a	re true and correct.		
February 14, 2008		VI		
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		L.		
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Attachment to

Articles of Incorporation of

PHS Music Boosters, Inc.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. This Corporation shall be a nonprofit corporation. The specific purposes for which this corporation is organized are: to provide necessary support (financial and otherwise) to the music programs and music students of Portsmouth High School.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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

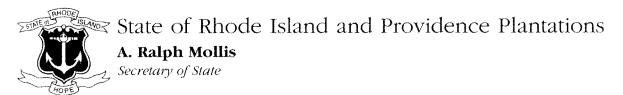
No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

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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:

February 29, 2008 9:37 AM

A. RALPH MOLLIS

Secretary of State

