
Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)


Name
Approved

ARTICLE I

The exact name of the corporation is:

Parent Academic Resources Incorporated


ARTICLE II

The purpose of the corporation is to engage in the following activities:

The Corporation is organized exclusively for educational purposes within the meaning of Internal Revenue code Section 501(c)(3).

The purpose of the Corporation's work shall be to promote family involvement in the schoolwork of students in grades 6-12; help parents or guardians provide effective learning support through the production and dissemination of instructional resources; produce and make available resources that can be used to complement existing family involvement programs; partner with schools, parent, community and other not-for-profit groups, and businesses interested in the empowerment of families to be effective supporters of their children's learning.

- C
- P
- M
- R.A.


P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

ARTICLE IV

****Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:**

The Corporation shall have the following powers in furtherance of its corporate purposes (See Attachment A).

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

(See Attachment B)

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ATTACHMENT A

4. The corporation shall have the following powers in furtherance of its corporate purposes:

(a) The corporation shall have perpetual succession in its corporate name.

(b) The corporation may sue and be sued.

(c) The corporation may have a corporate seal which it may alter at its pleasure.

(d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.

(e) The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.

(f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

(g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.

(h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

(i) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all of any of its property or any interest therein, wherever situated.

(j) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) The corporation may do business, carry on its own operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

(l) The corporation may pay pensions, establish and carry out pensions, savings, thrift and other retirement and benefit plans, trusts and provisions for any and all of its directors, officers and employees.

(m) The corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other natural emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501(c)(7) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

(n) The corporation may be an incorporator of other corporations of any type or kind.

(o) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(p) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.

(q) Meetings of the members may be held anywhere in the United States.

(r) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(7) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as

to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; or belief that his action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors," "officers," "employees" and "agents" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

(s) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this corporation, and

(1) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;

(2) no such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and

(3) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

The term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

(t) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(7) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(u) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under section 501(c)(3) or 501(c)(7) of the Internal Revenue Code.

(v) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The directors shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures - as defined in Section 4945(d) of the Internal Revenue Code.

(w) The corporation shall have and may exercise all powers necessary or convenient to effect any and all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth of Massachusetts; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501(c)(7) of the Internal Revenue Code.

(x) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended; (ii) to the General Laws of the Commonwealth of Massachusetts, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended and (iii) to particular sections of the Internal Revenue Code or the General Laws of the Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.

ATTACHMENT B

5. The By-Laws of the Corporation have been duly adopted and the initial directors, president, treasurer, clerk/secretary and members of the Board of Directors who have been duly elected/appointed are set forth as follows:

Officers

President/CEO

Krzysztof Grabarek
16 Coventry Road
Grafton, Massachusetts 01519-1168

Treasurer

Alison Sobel
842 Carroll Street, #2F
Brooklyn, New York 11215

Clerk

Jennifer Dikes
175 Adams Street, #12D
Brooklyn, New York 11201-1858

Board Members

Directors

Scott Goldner
227 East 96th Street, #4RE
New York, New York 10128

Christina Thompson
44 Conant Road
Lincoln, Massachusetts 01773

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

Not Applicable.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

16 Coventry Road, Grafton, Massachusetts 01519-1168

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
	Krzysztof Grabarek,	16 Coventry Road, Grafton, Massachusetts	01519-1168
Treasurer:			
	Alison Sobel,	842 Carroll Street, #2F, Brooklyn, New York	11215
Clerk:			
	Jennifer Dikes,	175 Adams Street, #12D, Brooklyn, New York	11201-1858
Directors: (or officers having the powers of <i>directors</i>)			
	Scott Goldner,	227 East 96th Street, #4RE, New York, New York	10128
	Christina Thompson,	44 Conant Road, Lincoln, Massachusetts	01773

c. The fiscal year of the corporation shall end on the last day of the month of:

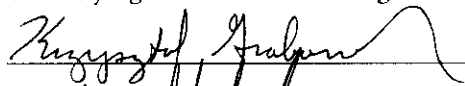
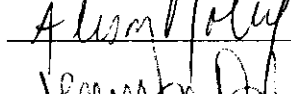
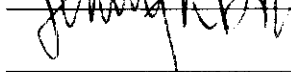
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d. The name and business address of the resident agent, if any, of the corporation is:

Krzysztof Grabarek, 16 Coventry Road, Grafton, Massachusetts 01519-1168

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) *are clearly typed or printed* beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 12 day of **May**, 2003.

**Krzysztof Grabarek, 16 Coventry Road,
 Grafton, Massachusetts 01519-1168**
**Alison Sobel, 842 Carroll Street, #2F,
 Brooklyn, New York 11215**
**Jennifer Dikes, 175 Adams Street, #12D,
 Brooklyn, New York 11201-1858**

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35.00 having been paid, said articles are deemed to have been filed with me this 9th day of July 20 08

Effective date: _____

SECRETARY OF THE COMMONWEALTH
03 JUL -9 PM 12:09
CORPORATION DIVISION

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Stephen J. Lyons, Esquire
KLIEMAN, LYONS, SCHINDLER & GROSS
21 Custom House Street
Boston, MA 02110

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A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.