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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2012Open to Public
Inspection**A** For the 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

B Check if applicable: ☐ Address change ☒ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization DORCAS INTERNATIONAL INSTITUTE OF RHODE ISLAND, INC. Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 645 ELMWOOD AVENUE City, town, or post office, state, and ZIP code PROVIDENCE, RI 02907 F Name and address of principal officer: DALE HALBURIAN 645 ELMWOOD AVENUE, PROVIDENCE, RI 02907	D Employer identification number 05-0258886 E Telephone number 401-784-8647 G Gross receipts \$ 5,554,976. H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c)() (insert no) ☐ 4947(a)(1) or ☐ 527 J Website: ▶ WWW.DIIRI.ORG		
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶ L Year of formation 1941 M State of legal domicile RI		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO PROVIDE EDUCATIONAL & SOCIAL SERVICES TO THE UNDERSERVED, IMMIGRANTS, & REFUGEES. 2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 Number of voting members of the governing body (Part VI, line 1a) 3 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 64 6 Total number of volunteers (estimate if necessary) 260 7a Total unrelated business revenue from Part VIII, column (C), line 12 0. b Net unrelated business taxable income from Form 990-T, line 34 0.		
Revenue	8 Contributions and grants (Part VIII, line 1h) 9 Program service revenue (Part VIII, line 2g) 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	Prior Year 2,369,992. 979,657. 40,872. 81,886. 3,472,407.	Current Year 4,027,652. 1,187,133. 64,802. 20,019. 5,299,606.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 14 Benefits paid to or for members (Part IX, column (A), line 4) 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 16a Professional fundraising fees (Part IX, column (A), line 11e) b Total fundraising expenses (Part IX, column (D), line 25) 264,741. 17 Other expenses (Part IX, column (A), lines 11d, 11f-24e) 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 19 Revenue less expenses. Subtract line 18 from line 12	304,057. 0. 2,290,910. 0. 990,691. 3,585,658. -113,251.	304,712. 0. 3,331,176. 0. 1,779,841. 5,415,729. -116,123.
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 21 Total liabilities (Part X, line 26) 22 Net assets or fund balances. Subtract line 21 from line 20	Beginning of Current Year 2,930,510. 307,893. 2,622,617.	End of Year 5,171,844. 947,438. 4,224,406.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer DALE HALBURIAN, FINANCE & BUSINESS ADMINISTRATOR Type or print name and title	Date 5/7/14	
Paid Preparer Use Only	Print/Type preparer's name DAVID FONTAINE Firm's name ▶ MARCUM LLP Firm's address ▶ 155 SOUTH MAIN STREET, SUITE 100 PROVIDENCE, RI 02903	Preparer's signature Date 5-6-14 Check if self-employed ☐ PTIN P00011053 Firm's EIN ▶ 11-1986323 Phone no 401-457-6700	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ☐

1 Briefly describe the organization's mission:
TO PROVIDE THE UNDERSERVED, IMMIGRANTS, AND REFUGEES WITH EDUCATIONAL AND SOCIAL SERVICES TO ENABLE THEM TO BECOME SELF-RELIANT AND PRODUCTIVE MEMBERS OF SOCIETY.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 2,602,508. including grants of \$ 304,712.) (Revenue \$ 1,070,464.)
SOCIAL SERVICES - ASSISTING IMMIGRANTS AND REFUGEES TO SUCCESSFULLY RESETTLE AND BECOME SELF RELIANT BY PROVIDING IMMIGRATION AND NATURALIZATION SERVICES, COUNSELING SERVICES, AND RESETTLEMENT ASSISTANCE

4b (Code) (Expenses \$ 2,093,818. including grants of \$) (Revenue \$ 116,669.)
EDUCATION SERVICES - INSTRUCTION IN ENGLISH TO NON-ENGLISH SPEAKING PEOPLE FOR BASIC SOCIAL FUNCTION EDUCATION AND JOB PLACEMENT. ALSO PROVIDES INTENSIVE ENGLISH LANGUAGE CLASSES AND TRAINING PROGRAMS.

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **4,696,326.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

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OF RHODE ISLAND, INC.**

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
8a			
8b			
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	26	
1b Enter the number of voting members included in line 1a, above, who are independent	26	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Did the organization have members or stockholders?	6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.	11b	
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
13 Did the organization have a written whistleblower policy?	13	X
14 Did the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **DALE HALBURIAN, FINANCE & BUSINESS ADMINISTRATOR - 401-784-8647**
645 ELMWOOD AVENUE, PROVIDENCE, RI 02907

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DAN GORRIARAN BOARD PRESIDENT	1.00	X		X				0.	0.	0.
(2) MARY MORSE VICE PRESIDENT	1.00	X		X				0.	0.	0.
(3) SUSAN RAGANO TREASURER	1.00	X		X				0.	0.	0.
(4) MARGARET MEANY ASSISTANT TREASURER	1.00	X		X				0.	0.	0.
(5) HENRY CRUZ SECRETARY	1.00	X		X				0.	0.	0.
(6) COLLEEN STEVENSON ASSISTANT SECRETARY	1.00	X		X				0.	0.	0.
(7) MICHELE ADAMO DIRECTOR	1.00	X						0.	0.	0.
(8) CLAUDIA CARDOZO DIRECTOR	1.00	X						0.	0.	0.
(9) ERIK DYSON DIRECTOR	1.00	X						0.	0.	0.
(10) FERNANDO FIALHO DIRECTOR	1.00	X						0.	0.	0.
(11) APURV GUPTA DIRECTOR	1.00	X						0.	0.	0.
(12) ROBERT HUSEBY DIRECTOR	1.00	X						0.	0.	0.
(13) GERTRUDE JONES DIRECTOR	1.00	X						0.	0.	0.
(14) W. ROBERT KEMP DIRECTOR	1.00	X						0.	0.	0.
(15) KATHERINE PELSON DIRECTOR	1.00	X						0.	0.	0.
(16) RALPH POSNER DIRECTOR	1.00	X						0.	0.	0.
(17) WILLIAM PRICHETTE DIRECTOR	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MARK ROSS DIRECTOR	1.00	X						0.	0.	0.
(19) ROBIN ANN SMITH DIRECTOR	1.00	X						0.	0.	0.
(20) MICHAEL SOLLITTO DIRECTOR	1.00	X						0.	0.	0.
(21) ROBIN TORBRON WARDE DIRECTOR	1.00	X						0.	0.	0.
(22) MELISSA TRAPP DIRECTOR	1.00	X						0.	0.	0.
(23) ANN WANG RYAN DIRECTOR	1.00	X						0.	0.	0.
(24) SEAN WELCH DIRECTOR	1.00	X						0.	0.	0.
(25) JIM YANCY DIRECTOR	1.00	X						0.	0.	0.
(26) WILLIAM SHUEY EXECUTIVE DIRECTOR	35.00			X				48,546.	0.	13,771.
1b Sub-total								48,546.	0.	13,771.
c Total from continuation sheets to Part VII, Section A								126,953.	0.	17,026.
d Total (add lines 1b and 1c)								175,499.	0.	30,797.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization		0

SEE PART VII, SECTION A CONTINUATION SHEETS

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Total to Part VII, Section A, line 1c

**DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.**

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Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	72,590.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	2,427,062.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,528,000.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f		▶ 4,027,652.				
	Program Service Revenue	2 a FEES AND SERVICES	Business Code 900099	1,187,133.	1,187,133.		
		b					
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			▶ 1,187,133.				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)		▶ 33,813.			33,813.
	4 Income from investment of tax-exempt bond proceeds		▶				
	5 Royalties		▶				
	6 a Gross rents	(i) Real	(ii) Personal				
		3,600.					
		b Less: rental expenses	0.				
		c Rental income or (loss)	3,600.				
	d Net rental income or (loss)		▶ 3,600.			3,600.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		270,650.					
		b Less: cost or other basis and sales expenses	239,661.				
		c Gain or (loss)	30,989.				
	d Net gain or (loss)		▶ 30,989.			30,989.	
	8 a Gross income from fundraising events (not including \$ 72,590. of contributions reported on line 1c). See Part IV, line 18	a	5,408.				
		b Less: direct expenses	b	15,709.			
		c Net income or (loss) from fundraising events		▶ -10,301.			-10,301.
		9 a Gross income from gaming activities. See Part IV, line 19	a				
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities		▶				
	10 a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold		b					
c Net income or (loss) from sales of inventory			▶				
Miscellaneous Revenue			Business Code				
11 a OTHER INCOME	900099	26,720.			26,720.		
b							
c							
d All other revenue							
e Total. Add lines 11a-11d		▶ 26,720.					
12 Total revenue. See instructions		▶ 5,299,606.	1,187,133.	0.	84,821.		

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**DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.**

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	304,712.	304,712.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	233,042.	41,217.	173,520.	18,305.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,431,484.	2,162,225.	127,948.	141,311.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	62,994.	54,441.	3,395.	5,158.
9 Other employee benefits	302,921.	272,259.	20,189.	10,473.
10 Payroll taxes	300,735.	262,928.	19,359.	18,448.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	47,353.	45,297.	2,056.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	10,818.		10,818.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	182,255.	96,847.	71,539.	13,869.
12 Advertising and promotion	12,406.	3,071.	17.	9,318.
13 Office expenses	204,195.	183,036.	1,746.	19,413.
14 Information technology				
15 Royalties				
16 Occupancy	138,087.	132,389.	388.	5,310.
17 Travel	28,427.	24,246.	3,989.	192.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	33,202.	15,204.	4,518.	13,480.
20 Interest	1,349.	1,319.	2.	28.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	40,402.	39,444.	243.	715.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a SUB-RECIPIENT	375,176.	375,176.		
b INTERPRETERS	316,937.	316,937.		
c DEPRECIATION	149,089.	138,513.	6,332.	4,244.
d SUB-LABOR	93,289.	91,430.	689.	1,170.
e All other expenses	146,856.	135,635.	7,914.	3,307.
25 Total functional expenses. Add lines 1 through 24e	5,415,729.	4,696,326.	454,662.	264,741.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Check here ☐ if following SOP 98-2 (ASC 958-720)

**DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.**

Form 990 (2012)

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Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	174,483.	1	345,374.
	2 Savings and temporary cash investments	59,620.	2	
	3 Pledges and grants receivable, net	227,562.	3	1,035,305.
	4 Accounts receivable, net	114,910.	4	145,712.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	47,922.	9	62,354.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	3,829,765.		
	b Less: accumulated depreciation	1,359,126.		
	11 Investments - publicly traded securities	1,214,284.	10c	2,470,639.
	12 Investments - other securities. See Part IV, line 11	1,091,729.	11	1,112,460.
	13 Investments - program-related. See Part IV, line 11		12	
	14 Intangible assets		13	
	15 Other assets. See Part IV, line 11		14	
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,930,510.	15		
Liabilities	17 Accounts payable and accrued expenses	250,903.	16	5,171,844.
	18 Grants payable		17	874,680.
	19 Deferred revenue	56,990.	18	
	20 Tax-exempt bond liabilities		19	33,530.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		20	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		21	
	23 Secured mortgages and notes payable to unrelated third parties		22	
	24 Unsecured notes and loans payable to unrelated third parties		23	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0.	24	
	26 Total liabilities. Add lines 17 through 25	307,893.	25	39,228.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.		26	947,438.
	27 Unrestricted net assets	2,240,826.	27	3,725,551.
	28 Temporarily restricted net assets	55,782.	28	144,359.
	29 Permanently restricted net assets	326,009.	29	354,496.
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	2,622,617.	33	4,224,406.
	34 Total liabilities and net assets/fund balances	2,930,510.	34	5,171,844.

Form **990** (2012)

**DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.**

Form 990 (2012)

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

☒ **X**

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,299,606.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,415,729.
3	Revenue less expenses. Subtract line 2 from line 1	3	-116,123.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,622,617.
5	Net unrealized gains (losses) on investments	5	36,197.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	1,681,715.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	4,224,406.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

☒ **X**

- 1** Accounting method used to prepare the Form 990. ☐ Cash ☒ **X** Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ **X** Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

Form **990** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization **DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.**

Employer identification number
05-0258886

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g ☐ Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h ☐ Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

DORCAS INTERNATIONAL INSTITUTE

Schedule A (Form 990 or 990-EZ) 2012 OF RHODE ISLAND, INC.

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2678240.	2730512.	2589410.	2311508.	3955062.	14264732.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2678240.	2730512.	2589410.	2311508.	3955062.	14264732.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1201782.
6 Public support. Subtract line 5 from line 4						13062950.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	2678240.	2730512.	2589410.	2311508.	3955062.	14264732.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	35,128.	39,425.	43,141.	40,213.	37,413.	195,320.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						14460052.
12 Gross receipts from related activities, etc. (see instructions)					12	4,605,278.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	90.34 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	86.38 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☒		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐		

Schedule A (Form 990 or 990-EZ) 2012

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**

▶ **Attach to Form 990. ▶ See separate instructions.**

2012

Open to Public Inspection

Name of the organization DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.

Employer identification number
05-0258886

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$

(ii) Assets included in Form 990, Part X ▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$

b Assets included in Form 990, Part X ▶ \$

**DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.**

Schedule D (Form 990) 2012

05-0258886 Page **2**

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a** ☐ Public exhibition **d** ☐ Loan or exchange programs
b ☐ Scholarly research **e** ☐ Other _____
c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

- c** Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	326,009.	305,070.	262,226.	232,620.	302,154.
b Contributions					
c Net investment earnings, gains, and losses	28,487.	20,939.	42,844.	29,606.	-69,534.
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	354,496.	326,009.	305,070.	262,226.	232,620.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a** Board designated or quasi-endowment ☐ %
b Permanent endowment ☐ %
c Temporarily restricted endowment ☐ %
 The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)	☒	☒
3a(ii)	☒	☒
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		343,055.		343,055.
b Buildings		3,066,164.	1,069,510.	1,996,654.
c Leasehold improvements				
d Equipment		420,546.	289,616.	130,930.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,470,639.

Schedule D (Form 990) 2012

**DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.**

Schedule D (Form 990) 2012

05-0258886 Page **3**

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CAPITAL LEASES	39,228.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	39,228.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Schedule D (Form 990) 2012

**DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.**

Schedule D (Form 990) 2012

05-0258886 Page 4

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	5,333,310.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	36,197.
b	Donated services and use of facilities	2b	8,325.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	44,522.
3	Subtract line 2e from line 1	3	5,288,788.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	10,818.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	10,818.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	5,299,606.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	5,413,236.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25.		
a	Donated services and use of facilities	2a	8,325.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	8,325.
3	Subtract line 2e from line 1	3	5,404,911.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	10,818.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	10,818.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	5,415,729.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE ORGANIZATIONS EVALUATE ALL SIGNIFICANT TAX

POSITIONS AS REQUIRED BY GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN THE UNITED STATES OF AMERICA. AS OF JUNE 30, 2013 AND 2012, THE ORGANIZATIONS DO NOT BELIEVE THAT THEY HAVE TAKEN ANY TAX POSITIONS THAT WOULD REQUIRE THE RECORDING OF ANY ADDITIONAL TAX LIABILITY NOR DOES IT BELIEVE THAT THERE ARE ANY UNREALIZED TAX BENEFITS THAT WOULD EITHER INCREASE OR DECREASE WITHIN THE NEXT TWELVE MONTHS. THE ORGANIZATIONS INCOME TAX RETURNS ARE SUBJECT TO EXAMINATION BY THE APPROPRIATE TAXING

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

JURISDICTIONS. AS OF JUNE 30, 2013, THE ORGANIZATIONS INCOME TAX RETURNS
GENERALLY REMAIN OPEN FOR EXAMINATION FOR THREE YEARS FROM THE DATE FILED
WITH EACH TAXING JURISDICTION.

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open To Public Inspection

Employer identification number
05-0258886

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ **Yes**☐ No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total						

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.**

DORCAS INTERNATIONAL INSTITUTE

Schedule G (Form 990 or 990-EZ) 2012 **OF RHODE ISLAND, INC.**

05-0258886 Page 2

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

Revenue		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		PATHWAY TO		NONE	
		THE AMERICAN	(event type)	(total number)	
1	Gross receipts	77,998.			77,998.
	2 Less: Contributions	72,590.			72,590.
	3 Gross income (line 1 minus line 2)	5,408.			5,408.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	15,709.			15,709.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(15,709)
	11 Net income summary. Combine line 3, column (d), and line 10				-10,301.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

Revenue		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)	▶			()
	8 Net gaming income summary. Combine line 1, column d, and line 7	▶			

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

Schedule G (Form 990 or 990-EZ) 2012 OF RHODE ISLAND, INC.

11 Does the organization operate gaming activities with nonmembers?

☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility

13a	%
-----	---

b An outside facility

13b	%
-----	---

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name

Address

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.

c If "Yes," enter name and address of the third party:

Name

Address

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

☐ Director/officer☐ Employee☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$

Part IV

Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Part I	General Information on Grants and Assistance
--------	--

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II **Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.**

[illegible]

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

**DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.**

05-0258886

Schedule I (Form 990) (2012)

Page 2

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
REFUGEE ASSISTANCE - FOOD, CLOTHING & SHELTER	99	125,753.	0.		
DIRECT CASH ASSISTANCE TO REFUGEES	71	106,257.	0.		
OTHER REFUGEE ASSISTANCE - MEDICAL, UTILITIES, FURNITURE, MISCELLANEOUS	142	70,827.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: GRANT FUNDS ARE MONITORED VIA REPORTS GENERATED FROM THE ACCOUNTING SYSTEM WHICH REFLECT DISBURSEMENTS OF THOSE FUNDS AS INDICATED BY THE GENERAL LEDGER ACCOUNT CODING. THESE DISBURSEMENTS ARE THEN RECORDED ONTO SPREADSHEETS PROVIDING A COMPARISON OF BUDGETED TO ACTUAL EXPENDITURES. THOSE SPREADSHEETS ARE DISTRIBUTED MONTHLY TO THE PROGRAM MANAGER RESPONSIBLE FOR ADMINISTERING THAT PARTICULAR GRANT, THUS PROVIDING THEM WITH THE MECHANISM NEEDED TO TRACK THEIR GRANT FUNDS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.

Employer identification number
05-0258886

FORM 990, PART VI, SECTION A, LINE 4: THE ORGANIZATION DRAFTED NEW
BY-LAWS DUE TO ITS ACQUISITION OF THE NOT-FOR PROFIT ORGANIZATION "DORCAS
PLACE". WITH THE ACQUISITION, THE ORGANIZATION CHANGED ITS NAME TO DORCAS
INTERNATIONAL INSTITUTE OF RHODE ISLAND, INC. AND HAD AN INCREASE OF
UNRESTRICTED NET ASSETS IN THE AMOUNT OF \$1,681,717.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS PRESENTED BY THE
INDEPENDENT AUDITORS/TAX PREPARERS TO THE FINANCE COMMITTEE WHO THEN SHARE
THE REPORT WITH THE MEMBERS OF THE BOARD OF DIRECTORS. THE BOARD
AUTHORIZES THE FINANCE COMMITTEE TO ACT AS THE CONTACT POINT FOR THE AUDIT
AND TAX RETURN.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATIONS CONFLICT OF
INTEREST POLICY IS INCLUDED IN THE BYLAWS. BOARD MEMBERS DISCUSS CONFLICTS
OF INTEREST RELATING TO THE ORGANIZATION AT BOARD MEETINGS. THE ONLY
MONITORING OF THIS POLICY WOULD BE IF THERE WERE CHECKS THAT NEEDED TO BE
CUT FROM THE FISCAL DEPARTMENT TO SOMEONE ON THE BOARD.

FORM 990, PART VI, SECTION B, LINE 15A: DETERMINATION OF THE COMPENSATION
OF OFFICER'S OR KEY EMPLOYEES INCLUDES AN EVALUATION BEING COMPLETED BY THE
BOARD PRESIDENT. THE AUTHORIZATION FOR THE COMPENSATION WILL BE DIRECTED
TO THE FISCAL DEPARTMENT THROUGH AN EMAIL.

FORM 990, PART VI, SECTION C, LINE 19: DIIRI HAS ITS GOVERNING DOCUMENTS,
CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE
PUBLIC AT ANY TIME UPON REQUEST.

Name of the organization DORCAS INTERNATIONAL INSTITUTE
OF RHODE ISLAND, INC.

Employer identification number
05-0258886

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

UNRESTRICTED NET ASSETS FROM DORCAS PLACE ACQUISITION 1,681,717.

THE AUDIT'S OVERSIGHT PROCESS HAS REMAINED THE SAME IN THE CURRENT
YEAR. THE FINANCE COMMITTEE ASSUMES ALL OVERSIGHT RESPONSIBILITIES.

SCHEDULE R
(Form 990)
Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
► Attach to Form 990.
► See separate instructions.

Name of the organization **DORCAS INTERNATIONAL INSTITUTE OF RHODE ISLAND, INC.**

Employer identification number
05-0258886

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

[illegible]

part ii Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
INTERNATIONAL CHARTER SCHOOL - 05-0519201	A MULTILINGUAL, MULTICULTURAL ELEMENTARY SCHOOL	RHODE ISLAND	501(C)3	LINE 2	N/A		X
334 PLEASANT STREET							
PAWTUCKET, RI 02860							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2012

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

[illegible]

Part IV
Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

[illegible]

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	DORCAS INTERNATIONAL INSTITUTE OF RHODE ISLAND, INC.	05-0258886
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	645 ELMWOOD AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PROVIDENCE, RI 02907	

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

DALE HALBURIAN, FINANCE & BUSINESS ADMINISTRATOR

- The books are in the care of ☒ 645 ELMWOOD AVENUE - PROVIDENCE, RI 02907

Telephone No. ☒ 401-784-8647

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15, 2014.

5 For calendar year 2012, or other tax year beginning JUL 1, 2012, and ending JUN 30, 2013.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title ☒ FINANCE & BUSINESS ADMINIS Date ☐

Form 8868 (Rev. 1-2013)

EXHIBIT A

By-Laws of the Surviving Corporation

(See attached.)

BY - LAWS

of

Dorcas International Institute of Rhode Island, Inc.

(As Adopted January 1, 2013)

Article I

PURPOSES, POWERS AND NON-PROFIT STATUS

Section 1. Purposes. Dorcas International Institute of Rhode Island, Inc. (the "Corporation") is organized to carry out the purposes set forth in Article Third of the Articles of Incorporation of the Corporation, from time to time in effect (the "Articles of Incorporation").

Section 2. Powers. The Corporation shall have all the powers enumerated in the Rhode Island Non-Profit Corporation Act, as from time to time amended (the "Act"), provided however, the Corporation shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations from time to time promulgated thereunder (the "Code").

Section 3. Non-Profit Status. The Corporation is not organized for profit and, unless otherwise permitted by 7-6-31 of the Non-Profit Corporation Act, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, or officer of the Corporation or any other person, except that the 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 the Articles of Incorporation. In the event of any liquidation or dissolution of the Corporation, no director or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the board of directors of the Corporation, after the payment and discharge of or provision for all its debts and obligations, shall distribute all of the assets of the Corporation to such organization or organizations which, at the time of distribution, qualify as exempt from federal income tax under Section 501(c) of the Code. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively as organizations exempt from federal income tax under Section 501(c) of the Code.

Article II OFFICES

The Corporation shall have its principal office at 645 Elmwood Ave., Providence, Rhode Island and may have other offices at such places within and outside the State of Rhode Island as may from time to time be determined by the board of directors.

Article III MEMBERS

The Corporation shall have no members. The board of directors may, in its sole discretion, amend these by-laws in the future to provide for the admission, qualifications and rights and privileges of members.

Article IV DIRECTORS

Section 1. Powers. The Corporation shall act by and through its board of directors. The board of directors may delegate its powers as it sees fit, subject to restrictions imposed by the Articles of Incorporation, these By-laws, the "Act", as amended, and the Code. The board of directors may delegate the management of the activities of the Corporation to others, so long as the affairs of the Corporation are managed, and its powers are exercised, under the board of director's ultimate direction and control.

Section 2. Number. The number of directors will not exceed thirty (30) nor be less than fifteen (15). Each Director is entitled to one vote for each action taken by the board. Directors shall hold office until their successors are duly elected and qualified.

Section 3. Constitution and Term.

Section 3.1. Directors. The initial board of directors consists of those persons named in Section 6 of the Corporation's Plan of Merger, effective 12:01 a.m. on January 1, 2013 (the "Plan of Merger"). The initial directors shall serve until the second annual meeting following the date that the Corporation's Plan of Merger is adopted.

Section 3.2. Term. Each director shall initially be elected for a term of one (1), two (2), or three (3) years (which initial election shall be effective as of January 1, 2013) (each, an "Initial Term"), it being understood that the customary term of office shall be three (3) years. Terms shall be staggered so that in each year approximately one-third (1/3) of the directors shall be elected or reelected by the Board. Directors shall be eligible for reelection to serve additional terms, provided that directors shall serve no more than six (6) years consecutively, except as provided herein with respect to the Initial Term of certain directors. For the purposes of calculating the six (6) years, an Initial Term of two (2) years or less shall not be included. By way of example, a director elected in 2013 to serve an Initial Term of two (2) years shall be eligible for reelection for two (2) additional three (3) year terms resulting in said director (if reelected) serving a total of eight (8) consecutive years. Following any sixth (6th) consecutive year of service (not including service during any Initial Term of two (2) years or less), a director shall not thereafter be eligible for reelection for at least one (1) year.

Section 3.3. Term Limits. The directors may serve for three (3) two-year terms (i.e., each director may serve for a maximum of six (6) years).

Section 3.4. Election/Appointment.

(a) **Election.** Following the expiration of the initial directors' term of office, directors shall be elected in the following manner: the initial board of directors shall, prior to the expiration of their term in office, elect directors at the annual meeting by the affirmative vote of the majority of the board of directors at a meeting at which a quorum is present.

(b) **Board Composition.** The board of directors shall seek to be comprised of members with diverse backgrounds (including, but not limited to, ethnicity, race, gender and sexual orientation) and experience, and with the organizational and financial skills necessary to advance the Corporation's mission. In addition, it is the goal of the Corporation that the composition of the board of directors be broadly representative of the communities the Corporation serves.

(c) **Ex Officio Members.** The Corporation's employees holding the titles (i) chief operating officer, (ii) chief development officer, and (iii) chief financial officer, and those other

employees that the board of directors may select from time to time, shall serve as ex officio member of the board of directors. These ex officio members shall have no voting rights.

Section 3.5. Advisory Council. The members or the board of directors may appoint non-voting advisory council members to the board of directors. Advisory council members shall enjoy the same rights as directors, including the right to attend and be heard at meetings of the board, provided, however, advisory directors shall (i) have no right to vote as directors on any matter; (ii) not affect or be counted for the purpose of ascertaining quorum requirements set forth in Section 8 of this Article; and (iii) receive, as a courtesy only, notification of all meetings of the board of directors. Such notice shall not be required to be given hereunder and the failure to give such notice shall not affect the validity of any meeting of the board of directors.

Section. 3.5 Chief Executive Officer. The Chief Executive Officer of the Corporation (the "CEO") shall serve as an advisory director pursuant to Section 3.4 hereof. The CEO shall serve at the pleasure of the board and shall carry out all administrative affairs of the Corporation. Without limiting the generality of the foregoing, the CEO shall be responsible for hiring, firing, terminating, supervising and evaluating all other employees of the Corporation. The CEO's compensation shall be determined by the board of directors' best interests, provided, however the CEO shall not be present at meetings of the board of directors for discussions related to his/her performance or compensation.

Section 4. Meetings.

Section 4.1. Annual Meeting. An Annual meeting shall be held in October of each year, unless an alternative date is established by the board of directors, for the purpose of electing directors and officers, making and receiving reports on corporate affairs, and transacting such other business as comes before the meeting. If for any reason the annual meeting of the board of directors shall not be held, a special meeting in lieu of the annual meeting of the board of directors may be held. Notice of each Annual Meeting shall be provided to the directors at least seven (7) days prior to such Annual Meeting.

Section 4.2. Regular and Special Meetings. The board of directors may hold meetings, both regular and special, either within or outside the State of Rhode Island. Regular meetings of the board of directors may be held at such time and at such place as may from time to time be determined by the board of directors, provided that seven (7) days notice of the first regular meeting following any such determination shall be given to absent directors. The board of directors shall cause a schedule of regular meetings to be given to each director.

Special meetings of the board of directors may be called, and on the written request of two directors shall be called, by the president on three days' notice to each director as provided in Article V hereof; provided, however, that a special meeting may be called upon twenty-four hours notice if such notice is given personally or by telephone to each director.

Section 5. Vacancies. A vacancy is deemed to occur on the effective date of the resignation of a director, upon the removal of a director, or upon a director's death or incapacity. A director elected to fill a vacancy will serve for the unexpired term of his or her predecessor in office. Vacancies shall be filled by a majority vote of the directors at a meeting at which a quorum is present.

Section 6. Resignations. Any director may resign at any time by giving written notice to the board of directors. The resignation shall take effect at the time specified in such notice, and unless otherwise specified in such notice, acceptance shall not be necessary to make it effective.

Section 7. Removal. Any director may be removed from office with or without cause, or for the unexcused failure to attend three consecutive meetings of the board, by majority vote of the full board.

Section 8. Quorum. Unless a greater proportion is required by law, greater than one quarter (1/4) of the directors (excluding advisory members and the CEO as provided in Sections 3.4 and 3.5 of this Article IV) in office who are entitled to vote, pursuant to these By-laws, shall constitute a quorum for the transaction of any business.

Section 9. Action by the Board.

(a) ***Actions Taken at Board Meetings.*** Except as otherwise provided by statute or by these By-laws, the vote of a majority of the Directors entitled to vote, pursuant to these By-laws, and present at the time of the vote, if a quorum is present at such time, shall be the act of the board; provided, however, that, unless otherwise prescribed by these By-laws, a voting director who is not permitted to vote on a matter may nonetheless be counted for purposes of obtaining or maintaining a quorum. If at any meeting of the board there shall be less than a quorum present, the directors present may adjourn the meeting until a quorum is obtained.

(b) Notwithstanding the foregoing, two-thirds (2/3) of the directors present at a meeting in which a quorum is present are required to approve the following actions: (i) any single expenditure that is greater than 10% of the annual budget of the Corporation; (ii) buying, selling, leasing or mortgaging real estate; (iii) any single loan contracted on behalf of the Corporation or any single indebtedness issued in the Corporation's name that is greater than .05% of the annual budget; or (iv) hiring or firing the Chief Executive Officer.

Section 10. Committees of Directors. The board of directors, by resolution passed by majority of the directors in office, may designate an executive committee and may designate one or more additional committees as the board may determine to be necessary or appropriate for the conduct of the Corporation's affairs, each committee to consist of two or more directors appointed by the board. The board may appoint one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Such committee or committees will have such name or names as may be determined from time to time by resolution adopted by the board of directors. Each committee will keep regular minutes of its proceedings and report the same to the board of directors when required. The board of directors may by resolution passed by a majority of the directors in office, at any time change the members of, fill vacancies in, limit, expand or alter the authority of, and discharge any committee of said board.

Section 11. Directors' Consent Vote. Any action required or permitted to be taken at a meeting of the board of directors or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors or all the members of such committee entitled to vote thereon, as the case may be.

Section 12. Telephonic Meetings. Members of the board of Directors or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute a presence in persona at a meeting.

Section 13. Compensation of Directors. If the board so resolves, directors may be paid reasonable compensation for their services or their reasonable expenses, if any, of attendance at each

meeting of the board of directors. This section shall not preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 14. Specification of Business. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors or of a committee of the board of directors of the Corporation need be specified in any notice or written waiver of notice except as otherwise required by the Act or herein expressly provided.

Article V NOTICES

Section 1. How Delivered. Whenever under the provisions of the Act or of the Articles of Incorporation or of these By-laws written notice is required to be given to any person, such notice may be given by mail or by a generally recognized overnight delivery service, addressed to such person at his, her or its address as it appears in the records of the Corporation, with postage or delivery charges thereon prepaid, and such notice will be deemed to be delivered at the time when the same will be deposited in the United States mail or delivered to the delivery service. Notice may also be given to any director by electronic mail, personally or by telephone to his or her house or office either directly or by leaving a message thereat.

Section 2. Waivers of Notice. Whenever any notice is required to be given under the provisions of the Act or the Articles of Incorporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice and who did not receive the same, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Attendance of a person at a meeting will constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article VI OFFICERS

Section 1. Number. The officers of the Corporation will be a president, vice president, treasurer, assistant treasurer, secretary and assistant secretary. The board of directors may from time to time elect or appoint such other officers, including one or more vice or assistant officers, and with such titles as it may deem necessary or convenient. Any two or more offices may be held by the same person with the exception of the offices of president and secretary.

Section 2. Election and Term. The initial officers of the Corporation shall be those officers set forth in the Plan of Merger. Thereafter, the officers shall be elected by the board of directors of the Corporation at its Annual Meeting. Each officer will be elected to serve a term of two (2) years immediately following each annual meeting or special meeting in lieu thereof, or until his or her successor will have been elected and will have qualified or until his or her earlier death, resignation or removal, as hereinafter provided. Any officer may be removed by the board of directors of the Corporation at any time, with or without cause. Such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer will not of itself create contract rights.

Section 3. Resignations. Any officer may resign at any time by giving written notice to the board of directors of the Corporation or to the president or secretary thereof. A resignation shall take effect at the time specified in the notice thereof, and, unless otherwise specified in said notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 4. Authority and Duties. The president shall serve as the board Chair and shall preside at all meetings of the directors and, subject to the direction and judgment of the directors. The other officers of the Corporation will have the powers and will perform the duties customarily appurtenant to their respective offices, and will have such further powers and will perform such further duties as may from time to time be assigned to them by the board of directors of the Corporation.

Section 5. Vacancies. A vacancy in any office by reason of death, resignation, removal or otherwise may be filled by the board of directors of the Corporation for the unexpired portion of the term.

Section 6. Signing of Instruments. All checks, drafts, orders, notes and other obligations of the Corporation for the payment of money, deeds, mortgages, leases, contracts, bonds and other corporate instruments may be signed by the CEO or by such other person or persons as may from time to time be designated by resolution of the board of directors of the Corporation.

Section 7. Voting of Securities. Except as the board of directors of the Corporation may generally or in particular cases otherwise specify, the CEO may on behalf of the Corporation vote or take any other action with respect to shares of stock or beneficial interests of any other corporation, or any association, trust or firm, of which any securities are held by the Corporation, and may appoint any person or persons to act as proxy or attorney-in-fact for the Corporation, with or without power of substitution, at any meeting thereof.

Article VII FISCAL YEAR

The fiscal year of the Corporation will be determined by the board of directors and in the absence of such determination will end on June 30 of each year.

Article VIII INDEMNIFICATION

Section 1. Agreement of Corporation. In order to induce the directors and officers of the Corporation to serve as such, the Corporation adopts this Article and agrees to provide the directors and officers of the Corporation with the benefits contemplated hereby.

Section 2. Acceptance of Director or Officer. This Article will apply, and the benefits hereof will be available, to each director and officer of the Corporation who by accepting his or her respective position and serving on behalf of the Corporation will be deemed to have accepted the provisions of this Article and agreed to abide by the terms contained herein.

Section 3. Definitions. As used herein, the following terms will have the following respective meanings:

“Covered Act” means any act or omission by the Indemnified Person in the Indemnified Person’s official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

“Excluded Claim” has the meaning set forth in Section 6, hereof.

"Expenses" means any reasonable expenses incurred by the Indemnified Person in connection with the defense of any claim made against the Indemnified Person for Covered Acts including, without being limited to, legal, accounting or investigative fees and expenses (including the expense of bonds necessary to pursue an appeal of an adverse judgment).

"Indemnified Person" means any director or officer of the Corporation who accepts election or appointment as a director or officer and agrees to serve as such in the manner provided in Section 2 hereof.

"Loss" means any amount which the Indemnified Person is legally obligated to pay as a result of any claim made against the Indemnified Person for Covered Acts including, without being limited to, judgments for, and awards of, damages, amounts paid in settlement of any claim, any fine or penalty or, with respect to an employee benefit plan, any excise tax or penalty.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

Section 4. Indemnification. Subject to the exclusions hereinafter set forth, the Corporation will indemnify the Indemnified Person against and hold the Indemnified Person harmless from any Loss or Expenses.

Section 5. Advance Payment of Expenses. The Corporation will pay the Expense of the Indemnified Person in advance of the final disposition of any Proceeding except to the extent that the defense of a claim against the Indemnified Person is undertaken pursuant to any directors' and officers' liability insurance (or equivalent insurance known by another term) maintained by the Corporation. The advance payment of Expenses will be subject to the Indemnified Person's first agreeing in writing with the Corporation to repay the sums paid by it hereunder if it is thereafter determined that the Proceeding involved an Excluded Claim or that the Indemnified Person was otherwise not entitled to indemnity under these by-laws.

Section 6. Exclusions. The Corporation will not be liable to pay any Loss or Expenses (an "Excluded Claim"):

(a) With respect to a Proceeding in which a final non-appealable judgment or other adjudication by a court of competent jurisdiction determines that the Indemnified Person is liable to the Corporation (as distinguished from being liable to a third party) for: (i) any breach of the Indemnified Person's duty of loyalty to the Corporation; (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or (iii) any transaction from which the Indemnified Person derived an improper personal benefit; or

(b) If a final, non-appealable judgment or other adjudication by a court of competent jurisdiction determines that such payment is unlawful.

Section 7. Notice to Corporation; Insurance. Promptly after receipt by the Indemnified Person of notice of the commencement of or the threat of commencement of any Proceeding, the Indemnified Person will, if indemnification with respect thereto may be sought from the Corporation under these by-laws, notify the Corporation of the commencement thereof. Failure to promptly notify the Corporation will not adversely affect the Indemnified Person's right to indemnification hereunder unless, and only to the extent that, the Corporation is materially prejudiced in its ability to defend against the Proceeding by reason of such failure. If, at the time of the receipt of such notice, the Corporation has any directors' and officers' liability insurance in effect, the Corporation will give prompt notice of the commencement of

such Proceeding to the insurer in accordance with the procedures set forth in the policy or policies in favor of the Indemnified Person. The Corporation will thereafter take all the necessary or desirable action to cause such insurer to pay, on behalf of the Indemnified Person, all Loss and Expenses payable as a result of such Proceeding in accordance with the terms of such policies.

Section 8. Indemnification Procedures. (a) Payments on account of the Corporation's indemnity against Loss will be made by the treasurer of the Corporation except if, in the specific case, a determination is made that the indemnification of the Indemnified Person is not proper in the circumstances because such Loss results from a claim which is an Excluded Claim. If the Corporation so determines that the Loss results from an Excluded Claim (although no such determination is required by the Corporation hereunder prior to payment of a Loss by the treasurer), the determination shall be made:

(i) By the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the Proceeding; or

(ii) If a quorum cannot be obtained for purposes of clause (i) of this subsection (a), then by a majority vote of a committee of the board of directors duly designated to act in the matter by a majority vote of the full board (in which designation directors who are parties to the Proceeding may participate) consisting solely of three or more directors not at the time parties to the Proceeding; or

(iii) By independent legal counsel designated: (A) by the board of directors in the manner described in clause (i) of this subsection (a), or by a committee of the board of directors established in the manner described in clause (ii) of this subsection (a), or (B) if the requisite quorum of the full board cannot be obtained therefor and a committee cannot be so established, by a majority vote of the full board (in which designation directors who are parties to the Proceeding may participate). If made, any such determination permitted to be made by this subsection (a) will be made within 60 days of the Indemnified Person's written request for payment of a Loss.

(b) Payment of an Indemnified Person's Expenses in advance of the final disposition of any Proceeding will be made by the Treasurer of the Corporation except if, in the specific case, a determination is made pursuant to Section 8(a) above that indemnification of the Indemnified Person is not proper in the circumstances because the Proceeding involved an Excluded Claim.

(c) The Corporation will have the power to purchase and maintain insurance on behalf of any Indemnified Person against liability asserted against him or her with respect to any Covered Act, whether or not the Corporation would have the power to indemnify such Indemnified Person against such liability under the provisions of this Article. The Corporation will be subrogated to the rights of such Indemnified Person to the extent that the Corporation has made any payments to such Indemnified Person in respect to any Loss or Expense as provided herein.

Section 9. Settlement. The Corporation will have no obligation to indemnify the Indemnified Person under this Article for any amounts paid in settlement of any Proceeding effected without the Corporation's prior written consent. The Corporation will not unreasonably withhold or delay its consent to any proposed settlement. If the Corporation so consents to the settlement of any Proceeding, or unreasonably withholds or delays such consent, it will be conclusively and irrebuttably presumed for all purposes that the Loss or Expense does not constitute an Excluded Claim. If the Corporation reasonably withholds its consent solely on the ground that the Proceeding constitutes an Excluded Claim, the Indemnified Person may accept the settlement without the consent of the Corporation, without prejudice to the Indemnified Person's rights to indemnification in the event the Corporation does not ultimately prevail on the issue of whether the Proceeding constitutes an Excluded Claim.

Section 10. Rights Not Exclusive. The rights provided hereunder will not be deemed exclusive of any other rights to which the Indemnified Person may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in the Indemnified Person's official capacity and as to action in any other capacity while holding such office, and will continue after the Indemnified Person ceases to serve the Corporation as an Indemnified Person.

Section 11. Enforcement. (a) The Indemnified Person's right to indemnification hereunder will be enforceable by the Indemnified Person in any court of competent jurisdiction and will be enforceable notwithstanding that an adverse determination has been made as provided in Section 8 hereof.

(b) In the event that any action is instituted by the Indemnified Person under these by-laws, the Indemnified Person will be entitled to be paid all court costs and expenses, including reasonable attorneys' fees, incurred by the Indemnified Person with respect to such action, unless the court determines that each of the material assertions made by the Indemnified Person as a basis for such action was not made in good faith or was frivolous.

Section 12. Severability. If any provision of this Article is determined by a court to require the Corporation to perform or to fail to perform an act which is in violation of applicable law, this Article shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law, and, as so limited or modified, this Article shall be enforceable in accordance with its terms.

Section 13. Successor and Assigns. The provisions of this Article will be (a) binding upon all successors and assigns of the Corporation (including any transferee of all or substantially all of its assets) and (b) binding on and inure to the benefit of the heirs, executors, administrators, and other personal representatives of the Indemnified Person.

Section 14. Amendment. No amendment or termination of this Article will be effective as to an Indemnified Person without the prior written consent of that Indemnified Person and, in any event, will not be effective as to any Covered Act of the Indemnified Person occurring prior to the amendment or termination.

Article IX OTHER PROVISIONS

Section 1. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Act shall govern the construction of these By-Laws. Without limiting the generality of the foregoing, words in these By-Laws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes corporations, partnerships, limited liability companies, other business entities and natural persons. The captions and headings in these By-Laws are for reference and convenience only and are not intended to limit or define the scope or effect of any provisions.

Section 2. Articles of Incorporation Prevails. Whenever any provision of the By-Laws is in conflict with the provisions of the Articles of Incorporation, the provisions of the Articles of Incorporation shall control.

Section 3. Severability. If any provision of these By-Laws is determined by a court to require the Corporation to perform or to fail to perform an act which is in violation of applicable law, such provision shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law,

and, as so limited or modified, such provision and the balance of these By-Laws shall be enforceable in accordance with their terms

Section 4. Successors and Assigns. These By-Laws will be (a) binding upon all successors and assigns of the Corporation (including any transferee of all or substantially all of its assets) and (b) binding on and inure to the benefit of the heirs, executors, administrators, and other personal representatives of the Indemnified Person. If the Corporation sells or otherwise transfers all or substantially all of its assets to a third party, the Corporation will, as a condition of such sale or other transfer, require such third party to assume and perform the obligations of the Corporation under these Articles.

Article X AMENDMENTS

The board of directors may, by vote of a majority of the full Board, at a meeting of the Board, alter, amend or repeal the By-Laws, or adopt new By-Laws, provided that notice of such meeting shall be given to each director at least thirty (30) days in advance and must contain a statement of the proposed alterations or amendments.

Filing Fee: See Instructions

ID Number: 26934



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
Dorcas Place Adult and Family Learning Center, Inc.	domestic non-profit corporation	RI 0026310
International Institute of Rhode Island, Inc.	domestic non-profit corporation	RI 0026934

- b. The laws of the state under which each entity is organized permit such merger or consolidation.

- c. The full name of the surviving or new entity is International Institute of Rhode Island, Inc.

which is to be governed by the laws of the state of Rhode Island

- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation) See Exhibit I attached hereto and incorporated herein by reference.

- e. If the surviving entity's name has been amended via the merger, please state the new name:

Dorcas International Institute of Rhode Island, Inc.

- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

N/A

- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing January 1, 2013

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders

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- b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

- c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED. See Exhibit II attached hereto and incorporated herein by reference.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

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

Dorcas Place Adult and Family Learning Center, Inc.

Print Entity Name

By: <u>Carl X. Halpern</u>	President	
Name of person signing		Title of person signing
By: <u>[Signature]</u>	Secretary	
Name of person signing		Title of person signing

International Institute of Rhode Island, Inc.

Print Entity Name

By: <u>[Signature]</u>	President	
Name of person signing		Title of person signing
By: <u>Colleen Stever</u>	Secretary	
Name of person signing		Title of person signing

EXHIBIT I
TO ARTICLES OF MERGER

PLAN OF MERGER PURSUANT TO WHICH

DORCAS PLACE ADULT AND FAMILY LEARNING CENTER, INC
(a Rhode Island Non-Profit Corporation)

WILL MERGE WITH AND INTO
cholmquist@dorcasplace.orgINTERNATIONAL INSTITUTE OF RHODE ISLAND, INC.
(a Rhode Island Non-Profit Corporation)

(Pursuant to Section 7-6-48 of the Rhode Island Nonprofit Corporation Act)

THIS AGREEMENT AND PLAN OF MERGER (the "**Plan of Merger**") by and between Dorcas Place Adult and Family Learning Center, Inc. ("**Dorcas**") and International Institute of Rhode Island, Inc. ("**IIRI**" and, after the Effective Time, as defined below, the "**Surviving Corporation**") (each of Dorcas and IIRI are referred to herein individually as a "**Party**" and collectively as, the "**Parties**") by which the Parties, in consideration of the mutual promises and terms and conditions set forth below (the mutuality, adequacy and sufficiency of which are hereby acknowledged), agree to merge (the "**Merger**");

WHEREAS, the purpose of this Merger is to integrate the operations of the Parties; and

WHEREAS, the respective Boards of Directors of each Party hereto have deemed it advisable and to the advantage of such corporations that Dorcas merge into IIRI upon the terms and conditions herein provided; and

WHEREAS, the respective Boards of Directors of the Parties have adopted and approved this Plan of Merger; and

WHEREAS, each Party hereto is an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code as charitable organizations described in 501(c)(3) of the Internal Revenue Code;

NOW, THEREFORE, the parties agree as follows:

1. **The Merger and Surviving Corporation.** In accordance with the terms of this Plan of Merger and the laws of the State of Rhode Island, the Surviving Corporation shall make an appropriate filing of the Articles of Merger, including a copy of this Plan of Merger, with the Secretary of the State of the State of Rhode Island. At the Effective Time (as defined below) Dorcas shall be merged with and into IIRI, which shall be the Surviving Corporation after the Merger and which shall continue to exist as a corporation created under and governed by the laws of the State of Rhode Island under the name Dorcas International Institute of Rhode Island, Inc.

2. **Effective Time.** The Merger shall be effective as of 12:01 a.m. on January 1, 2013 (the "Effective Time").

3. **Effect of Merger.** At the Effective Time:

- a. Dorcas shall merge with and into the Surviving Corporation;
- b. The separate existence of Dorcas shall cease;
- c. The title to all real and other property, tangible and intangible, owned by Dorcas shall be vested in the Surviving Corporation without reversion or impairment, and such vesting shall occur without further act or deed;
- d. The Surviving Corporation shall have all liabilities and obligations of Dorcas, provided that obligations upon the property of Dorcas shall be limited to the property affected thereby immediately prior to the Effective Time;
- e. Any proceeding pending against Dorcas may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for Dorcas whose existence ceased;

f. Any bequest, devise, gift, grant or promise contained in a will or in any other instrument of donation, subscription, or conveyance, which is made to Dorcas and which takes effect or remains payable after the Merger, shall inure to the benefit of the Surviving Corporation, unless the will or other instrument otherwise specifically provides.

g. The Merger shall otherwise have the effects provided under the applicable laws of Rhode Island.

4. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Surviving Corporation's Articles of Incorporation at and after the Effective Time, except as otherwise provided in this Section 4 of the Plan of Merger. At and after the Effective Time:

a. Article 1 of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

"The name of this association shall be Dorcas International Institute of Rhode Island, Inc."

b. Article 3 of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

"The specific purpose or purposes for which the Corporation is organized are: to operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law; notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(3) of the Code. Subject to the foregoing, the Corporation's primary purposes include, without limitation, the following:

(1) to establish and coordinate an alternative learning center for adolescent and single parents without regard to race, color, class, sex, sexual orientation or religion;

(2) to counsel, plan and implement a community program for parents and children designed to improve the level of literary education in the community;

(3) to enrich the social, economic, civic, cultural and religious life of the candidates, both as individuals and as parents, and to initiate other functions relative to the achievement of this goal;

(4) to provide immigrants and refugees of all ethnic, racial and national origins in Southeastern New England with education and social services which shall enable them to become self-reliant, productive members of society;

(5) to enable immigrants and refugees of all ethnic, racial and national origins in Southeastern New England to participate fully in the social, cultural, educational and economic opportunities open to all Americans;

(6) to assist new residents to preserve the cultural heritage, traditions, and customs they have brought to this country;

(7) to promote improved understanding, awareness, communication and cooperation between the many diverse ethnic, racial, and nationality groups and individuals who live in Southeastern New England; and

(8) subject to the limitations above and hereinafter, to engage in any lawful charitable, educational, or scientific activity in which a corporation exempt from taxation under Section 501(c)(3) of the Code and organized as a nonprofit corporation under Chapter 7-6 of the General Laws of Rhode Island may lawfully engage."

c. Article IV of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

"Provisions (if any) for the regulation of internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(1) A director of the Corporation will not be personally liable to the Corporation or its members for monetary damages for breach of the director's duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (c) for any transaction from which the director derived improper personal benefit. If the Rhode Island Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Nonprofit Corporation Act, as so amended. Any repeal or modification of the provisions of this

paragraph by the Corporation will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(2) The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the 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 Article 3 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision herein, 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 §501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

(3) The Corporation shall act lawfully in accordance with 7-6-8 of the General Laws, 1956, as amended, pertaining to limitations on powers of corporations which are also private foundations as defined in Section 509(a) of the Code to the extent applicable.

(4) Upon the dissolution of the Corporation, the board of directors (as that term is defined by the Rhode Island Nonprofit Corporation Act) of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court 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."

Nothing herein shall limit the ability of the Surviving Corporation to amend its Articles of Incorporation at any time and from time to time after the Effective Time, in accordance with the provisions thereof, the Surviving Corporation's by-laws and applicable law.

5. **Bylaws.** At the Effective Time, the By-Laws of the Surviving Corporation shall be amended and restated in substantially the form attached as Exhibit A hereto. Nothing herein shall limit the ability of the Surviving Corporation to amend its by-laws at any time and from

time to time after the Effective Time, in accordance with the provisions thereof, its Articles of Incorporation and applicable law.

6. **Directors and Officers.**

a. As of the Effective Time, the following individuals shall be directors of the Surviving Corporation:

- | | |
|-----------------------|-----------------------|
| 1. Michele Adamo | 16. Claudia Cardozo |
| 2. Henry Cruz | 17. Chuck Champagne |
| 3. Fernando Fialho | 18. Erik Dyson |
| 4. Patricia Goldstein | 19. Roberto Gonzalez |
| 5. Gertrude Jones | 20. Daniel Gorriaran |
| 6. Robert Kemp | 21. Maggie Meany |
| 7. Mary Morse | 22. Katherine Pelson |
| 8. Sue Ragano | 23. Ralph Posner |
| 9. Robin Smith | 24. William Prichett |
| 10. Michael Sollitto | 25. Mark Ross |
| 11. Susan Stenhouse | 26. Colleen Stevenson |
| 12. Jim Yancy | 27. Melissa Trapp |
| 13. Sean Welch | 28. William Twaddell |
| 14. Susan Stenhouse | 29. Ann Wang |
| 15. Michael Sollitto | 30. Robin Warde |

b. As of the Effective Time, the Chief Executive Officer of the Surviving Corporation shall be Carol Holmquist, who shall serve at the pleasure of the Board.

c. As of the Effective Time, the Officers of the Surviving Corporation shall be:

Daniel Gorriaran	President
Mary Morse	Vice President
Sue Ragano	Treasurer
Maggie Meany	Assistant Treasurer
Henry Cruz	Secretary
Colleen Stevenson	Assistant Secretary

7. **Amendment, Termination and Abandonment.** This Plan of Merger may be modified or amended in any manner and at any time and from time to time prior to the filing of the Articles of Merger and Plan of Merger with the Secretary of the State of the State of Rhode Island. Any modification or amendment to this Plan of Merger must be made in writing and executed by the Parties hereto. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the filing of the Articles of Merger with the Secretary of the State of the State of Rhode Island by action of either Party's board of directors.

8. **No Members.** The Surviving Corporation shall have no members.

9. **Further Assurances.** Upon execution of this Plan of Merger and thereafter, Dorcas and IIRI each agree to do such things as may be reasonably requested by the other in order to consummate more effectively or document the transactions contemplated by this Plan of Merger or otherwise carry out the purposes of this Plan of Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Plan of Merger, the title of any property or rights of Dorcas, then the last acting officers and directors of Dorcas or the corresponding officers and directors of the Surviving Corporation shall be

authorized to execute such instruments, to make all such assignments and assurances and to do all things necessary and proper to vest title in such property or rights in the Surviving Corporation.

10. **Registered Agent.** The Registered Agent of the Surviving Corporation shall be HASLAW, INC., 50 Kennedy Plaza, Suite 1500, Providence, RI 02903.

11. **Number; Gender; Captions; Certain Designations.** Whenever the context so requires, the singular numbers includes the plural, the plural includes the singular, and the gender of any pronoun includes the other gender. Titles and captions in this Plan of Merger are inserted only as matter of convenience and in no way affect the scope of this Plan of Merger or the intent of its provisions.

12. **Governing Law.** This Plan of Merger is governed by and shall be construed and enforced in accordance with the laws of the State of Rhode Island.

13. **Counterparts.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original.

DULY EXECUTED and delivered by each of the Parties, through the actions of their
duly authorized officers, this 21st day of December, 2012.

DORCAS PLACE ADULT AND FAMILY
LEARNING CENTER, INC.

By: Carol L. Holmquist
Name: Carol Holmquist
Title: President

By: Henry E. Cruz
Name: HENRY E. CRUZ
Title: Secretary

INTERNATIONAL INSTITUTE OF RHODE
ISLAND, INC.

By: Don Goren
Name: DON GOREN
Title: President

By: Colleen E. Stevenson
Name: COLLEEN E. STEVENSON
Title: Secretary

EXHIBIT II
TO ARTICLES OF MERGER

SECTION III:

Dorcas Place Adult and Family Learning Center, Inc.

A meeting of the Board of Directors of Dorcas Place Adult and Family Learning Center, Inc. was held on December 20, 2012, at which time the plan of merger was approved by a majority of the Directors then in office. Dorcas Place Adult and Family Learning Center, Inc. has no members entitled to vote on the plan of merger.

International Institute of Rhode Island, Inc.

A meeting of the Board of Directors of International Institute of Rhode Island, Inc. was held on November 14, 2012, at which time the plan of merger was approved by a majority of the Directors then in office. International Institute of Rhode Island, Inc. has no members entitled to vote on the plan of merger.



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:
December 28, 2012 12:27 PM

A handwritten signature in black ink, appearing to read "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

