

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. LOUIS VOICES ACADEMY OF MEDIA ARTS
A NONPROFIT CORPORATION**

The original articles of incorporation of We Lead Academy. (the "Corporation") were filed with the Secretary of State of Missouri on September 19, 2020. These Amended and Restated Articles of Incorporation of the Corporation have been duly adopted by the Board of Directors of the Corporation. The text of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

(1) The present name of the corporation is St. Louis Voices Academy of Media Arts. The name under which it was originally organized was We Lead Academy. Its charter number is N01420404.

(2) The attached amendment and restatement to the corporation's Articles of Incorporation were adopted by the Board of Directors on July 6, 2021. The corporation's Articles of Incorporation are hereby amended and restated in their entirety and are attached hereto as Exhibit A.

(3) The amendment was approved by unanimously by the Board of Directors.

IN AFFIRMATION WHEREOF, the facts stated above are true and correct:
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo).


	<u>Halle Russell-West</u>	<u>Chair</u>	<u>9/22/2021</u>
Authorized Signature of officer or chairman	Printed Name	Title	Date

Exhibit A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

See attached.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. LOUIS VOICES ACADEMY OF MEDIA ARTS**

A Missouri Nonprofit Corporation

1. The name of the corporation (hereinafter referred to as the "Corporation") is St. Louis Voices Academy of Media Arts.

2. This Corporation is a public benefit corporation.

3. The period of duration of the Corporation is perpetual.

4. The street address of the Corporation's registered office in Missouri is 4220 Duncan Ave, Ste. 200, St. Louis, MO 63110, and the name of its initial registered agent at such address is Hollie Russell-West.

5. The name and address of the incorporators are as follows:

Hollie Russell-West
4220 Duncan Ave, Ste. 200
St. Louis, MO 63110

6. The Corporation is organized, and shall be operated, exclusively for charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), including, for such purposes, to establish and operate a charter school.

7. 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 this Article. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Except to the extent permitted by Code Section 501(h), no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. Any other provision of these Articles to the contrary notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under Code Section 501(c)(3), (b) by a corporation contributions to which are deductible under Code Section 170(c)(2), and (c) by a corporation organized under the Missouri Nonprofit Corporation Act as now existing or hereafter amended.

8. The corporation shall have no Members. The affairs of the corporation shall be managed by its Board of Directors. The number of Directors and their terms shall be as provided in the Bylaws, provided that there shall not be less than three Directors. The Directors of the corporation shall be elected in the manner described in the Bylaws.

9. The corporation shall have all the powers permitted a corporation that is both a nonprofit corporation under the Missouri Nonprofit Corporation Act and an exempt organization described in Code Section 501(c)(3).

10. Bylaws of the corporation, consistent with these Articles, shall be adopted by the Board of Directors or the Incorporators, and may be amended in the manner provided in the Bylaws.

11. These Articles may be amended by the Board of Directors in the manner provided in the Bylaws.

12. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all the assets of the corporation to one or more organizations then qualified under Code Section 501(c)(3) selected by the Board of Directors of the corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under Code Section 501(c)(3). Notwithstanding the foregoing, to the extent required by Missouri law, upon closure of the corporation's charter school any unobligated assets of the charter school shall be returned to the Department of Elementary and Secondary Education of the State of Missouri for their disposition, which upon receipt of such assets shall return them to the local school district in which the school was located, the state, or any other entity to which they would belong.

13.

(a) The provisions of this Article shall be in the nature of a contract between the corporation and each of its Directors and Officers made in consideration of such person's continued service to the corporation. The protection afforded to each Director or Officer by the provisions of this Article shall survive such person's term of office or employment. This Article may not be repealed, nor may the benefits to the Directors and Officers afforded hereby be diminished, except as to liability accruing in respect of acts or omissions occurring after the date of such repeal or modification.

(b) The corporation shall hold harmless and indemnify each Director and Officer to the fullest extent authorized or permitted by the provisions of Subsections 1 through 6 and 9 through 11 of Section 355.476, Missouri Revised Statutes, as amended (which Section, in its entirety, is hereinafter referred to as the "State Statute") or any other or additional statutory provisions which are hereafter adopted authorizing or permitting such indemnification.

(c) The corporation may purchase and maintain for the benefit of each Director or Officer, as named insured or additional insured, a policy or policies of general comprehensive liability insurance (covering claims arising out of death, illness or injury or arising out of property loss or damage) and directors' and officers' liability insurance (covering claims arising out of wrongful acts or omissions) in respect of liabilities asserted against and/or incurred by its Directors and Officers in either such capacity or otherwise in the performance of their services for the corporation.

(d) In addition to the foregoing, and subject only to the exclusions set forth in section (e) of this Article, the corporation shall, to the fullest extent authorized or permitted by the

provisions of Subsection 7 of the State Statute, hold harmless and indemnify each Director and Officer: (i) against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Director or Officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the corporation) to which such Director or Officer is, was or at any time became a party, or is threatened to be made a party, by reason of the fact that such Director or Officer is, was or at any time becomes a Director, Officer, employee or agent of the corporation, or is or was serving or at any time serves at the request of the corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; and (ii) otherwise to the fullest extent as may be provided to such Director or Officer by the corporation under the non exclusivity provisions of the State Statute.

(e) No indemnity pursuant to section (d) of this Article shall be paid by the corporation: (i) except to the extent the aggregate of losses to be indemnified thereunder exceeds the amount of such losses for which the Director or Officer is indemnified either pursuant to section (b) of this Article or pursuant to any insurance of the type referred to in section (c) of this Article purchased and maintained by the corporation; (ii) in respect of remuneration paid to such Director or Officer if it shall be determined by a final decision of a court having jurisdiction in the matter that such remuneration was in violation of law; (iii) on account of such Director's or Officer's conduct which is finally adjudged by a court having jurisdiction in the matter to have been knowingly fraudulent, deliberately dishonest or willful misconduct; or (iv) if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful.

(f) All agreements and obligations of the corporation contained in this Article shall continue during the period the Director or Officer is a Director or Officer of the corporation (or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) and shall continue thereafter so long as the Director or Officer shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative, by reason of the fact that he or she was a Director or Officer of the corporation or was serving in any other capacity referred to in this Article.

(g) The corporation will pay, in advance of the final disposition of the action, suit or proceeding, all reasonable expenses of the Director or Officer incurred in defending any civil or criminal action, suit or proceeding against him or her, provided he or she shall have agreed to reimburse the corporation if and to the extent that it shall be ultimately determined that he or she is not entitled to be indemnified by the corporation for such expenses.