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Robin Carnahan

Secretary of State

**ARTICLES OF INCORPORATION
OF
EWING MARION KAUFFMAN SCHOOL, INC.**
a Missouri Nonprofit Corporation

Article I: Name of Corporation

The name of the Corporation is Ewing Marion Kauffman School, Inc. (the "Corporation").

Article II: Public Benefit Corporation

The Corporation is a public benefit corporation.

Article III: Duration

The period of duration of the Corporation is perpetual.

Article IV: Registered Agent

The address of its Registered Office in the State of Missouri is 120 South Central Avenue, Suite 400, Clayton, MO 63105, and the name of its Registered Agent at said address is CT Corporation *System*.

Article V: Purposes

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the "Code"), specifically to develop, manage, and operate charter schools of excellence with a focus on serving the educational needs of at risk students and a goal of preparing its students to succeed in and graduate from college.

To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized, and to that end:

- a. To take, accept, hold and acquire by bequest, devise, gift, purchase, loan or lease any property, real or personal, whether tangible or intangible, without limitation as to kind, amount or value.
- b. To sell, convey, lease or make loans, grants or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any.

c. To borrow money upon and pledge or mortgage any such property for any purpose for which it is organized, and to issue notes, bonds or other forms of indebtedness to secure any of its obligations.

d. To carry on any of the foregoing activities or purposes either directly, or as agent for or with other persons, associations or schools.

e. To carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the Corporation or any other limitations as are prescribed by law.

f. To engage in any other activity that is incidental to, connected with or in advancement of the Corporation's purposes and that is within the definition of charitable and educational purposes of Section 501(c)(3) of the Code, provided that the powers of the Corporation shall never be inconsistent with the purposes of the Corporation or the Constitution of the United States or the State of Missouri.

Article VI: Prohibited Actions

No substantial part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, 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 V hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

In the event the Corporation qualifies as a private foundation within the meaning of Section 509(a) of the Code, the Corporation shall not:

a. engage in any act of self-dealing, as such term is defined in Section 4941(d) of the Code;

b. fail to make qualifying distributions at such times and in such amounts sufficient to avoid taxation under Section 4942(a) of the Code;

c. retain any excess business holdings, as such term is defined in Section 4943(c) of the Internal Revenue Code;

d. make any investments in such manner as to subject the Corporation to taxation under the provisions of Section 4944 of the Code; or

e. make any taxable expenditures, as such term is defined in Section 4945(d) of the Code.

Article VII: Nonstock Corporation

The Corporation shall have no authority to issue capital stock.

Article VIII: Incorporator

The incorporator of the Corporation is follows:

Dana Tippin Cutler
21 W. Gregory Boulevard
Kansas City, MO 64114

Article IX: Membership

The Corporation shall have a member. The conditions governing membership, and the right, power, and authority of the member, shall be set forth in the Corporation's Bylaws.

Article X: Board of Directors

Upon filing these Articles of Incorporation, all powers of the Incorporator shall terminate. The number of directors to constitute the initial Board of Directors is four (4). Thereafter, the number of directors shall be fixed in the manner provided in the Bylaws of the Corporation.

The names and addresses of the persons who shall serve as the initial directors until the First Meeting of the Board of Directors when their successors shall be elected and shall have qualified are as follows:

Jorge Cadenas
4801 Rockhill Road
Kansas City, MO 64110

Aaron North
4801 Rockhill Road
Kansas City, MO 64110

R. Stephen Green
4801 Rockhill Road
Kansas City, MO 64110

Munro Richardson
4801 Rockhill Road
Kansas City, MO 64110

Article XI: No Personal Liability for Corporate Debts

Neither the directors nor the members, if any, of the Corporation shall be individually or personally liable for the debts, liabilities or obligations of the Corporation.

Article XII: Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Ewing Marion Kauffman Foundation (the "Foundation"), provided that the Foundation shall, at the time, qualify as an exempt organization by reason of description in Section 501(c)(3) of the Code. Otherwise, all of the assets of the Corporation shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, scientific or religious purposes that shall, at the time, qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the District 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.

Article XIII: Indemnification

The Corporation shall indemnify and protect any director, officer, employee or agent of the Corporation, and any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the extent provided in the Corporation's Bylaws.

In affirmation of the facts stated above.


Dana Tippin Cutler, Incorporator

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

Ewing Marion Kauffman School, Inc.
N01038240

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of the State of Missouri do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
24th day of February, 2010.

Robin Carnahan

Secretary of State

