

**KIPP:**Fax cover

DATE: 12/21/06

TO: JON RICHARD

FROM: NOLAN

SUBJECT: KIPP KC ARTICLES

TOTAL PAGES: 10 (INCL COVER)

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THE STATE.

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# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

*KIPP Kansas City*  
*N00771098*

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  
12th day of October, 2006.

  
Secretary of State





# State of Missouri

Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200628911223  
N00771098  
Date Filed: 10/12/2006  
Robin Carnahan  
Secretary of State

## Articles of Incorporation of a Nonprofit Corporation

(To be submitted with a filing fee of \$25)

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act adopt the following Articles of Incorporation:

- (1) The name of the corporation is KIPP Kansas City
- (2) This corporation is a Public Benefit Corporation.  
(Public or Mutual)
- (3) The period of duration of the corporation is Perpetual  
(“Perpetual” unless stated otherwise)
- (4) The name and street address of the Registered Agent and Registered Office in Missouri is:  
Jon Richard 6231 Valley Road Kansas City, MO 64113  
Name Address City/State/Zip
- (5) The name(s) and address(es) of each incorporator:  
Nolan Highbaugh 345 Spear Street, Suite 510, San Francisco, CA 94105  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
- (6) Does the corporation have members? YES ☒ NO ☐
- (7) The assets of the corporation will be distributed on dissolution as follows: See Attachment A  
\_\_\_\_\_  
\_\_\_\_\_
- (8) The corporation is formed for the following purpose(s): See Attachment B  
\_\_\_\_\_  
\_\_\_\_\_
- (9) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: \_\_\_\_\_  
(Date may not be more than 90 days after the filing date in this Office)

Please see next page

Name and address to return filed document:

Name: Nolan Highbaugh  
Address: 345 Spear St., Ste 510  
City, State, and Zip Code: San Francisco, CA 94105

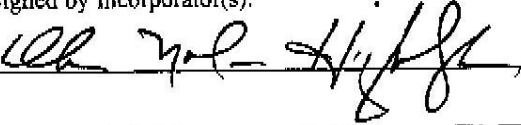
State of Missouri  
Creation - NonProfit 8 Page(s)



In Affirmation thereof, 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)

Signed by Incorporator(s):

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## **Attachment A**

### **Article 7**

#### **Distribution of Assets on Dissolution or Final Liquidation**

### **Article 7**

Upon the dissolution of the Corporation, the board of directors, after paying or making provisions for the payment of all of the Corporation's liabilities, shall distribute all of the Corporation's remaining assets exclusively for charitable or educational purposes to an organization or organizations with purposes similar to those described in Articles 2 and 8 hereof, which are then organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). In the event that any such organization is not so described, the Corporation's assets designated for distribution to such organization shall be distributed to one or more organizations described in Section 501(c)(3) of the Code as determined by majority vote of the Corporation's board of directors. In no event shall any of such assets be distributed to any director, officer, member of the Corporation or any private individual. The amount of any distribution made under this Article 7 shall be determined by the Corporation's board of directors.

## **Attachment B**

### **Article 8 – Purpose**

## Article 8

The Corporation is organized and is to be operated exclusively to carry out charitable and educational purposes within the meaning of Section 501(c)(3) of the Code, as now in effect or as may hereafter be amended, including, but without limitation thereon:

(a) To operate one or more public charter schools in accordance with the KIPP educational model in the State of Missouri;

(b) To exercise all rights and powers conferred by the laws of the State of Missouri upon nonprofit corporations, including, but without limitation thereon, to raise funds, to receive gifts, devises, bequests and contributions, in any form, and to use, apply, invest, and reinvest the principal and/or income therefrom or distribute the same for the above purposes; and,

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

The broadest discretion is vested in and conferred upon the Corporation's board of directors for the accomplishment of these purposes, provided, however, that no contributions shall be made or distributed to or for any person, firm, corporation, or other entity that shall apply, directly or indirectly, such contributed funds for any purpose or purposes in violation of the Constitution and statutes of the United States or the State of Missouri.



## **Attachment C**

### **Article 10 – Sole Member**

### **Article 10**

The sole member of the Corporation shall be the KIPP Foundation, a California nonprofit, public benefit corporation. Notwithstanding any other provision herein, this member of the Corporation shall have the exclusive right to approve any amendments to these Articles of Incorporation or the Corporation's bylaws, as well as to remove and replace any person serving on the Corporation's Board of Directors.