

# 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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# 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.

*Robin Carnahan*

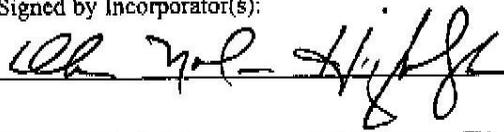
Secretary of State





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.