

ARTICLES OF INCORPORATION
OF
UNIVERSITY LEADERSHIP ACADEMY

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JAN 22 1999

Rebecca McDowell Cook
SECRETARY OF STATE

The undersigned, desiring to form a charitable corporation under the General Not for Profit Corporation Law of the State of Missouri, does hereby certify:

ARTICLE I

NAME

The name of the Corporation shall be the University Leadership Academy (hereinafter the "Corporation").

ARTICLE II

ADDRESS AND REGISTERED AGENT

The address of the initial registered office and Registered Agent of the Corporation in the State of Missouri is: Barnett C. Helzberg, Jr., 4520 Main, Suite 1050, Kansas City, Missouri 64111-1816.

ARTICLE III

PURPOSES

The purpose of the Corporation is to establish a charter school which prepares students for entry into institutions of higher education and to administer the charter school for such purposes.

The Corporation is a public-benefit corporation and is organized and shall be operated exclusively for charitable, educational, religious, scientific or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations

under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue code or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

NO BENEFIT TO MEMBERS

The Corporation has no members. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, trustees, officers or private individuals, but 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 III hereof.

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JAN 22 1999

ARTICLE V

TAX-EXEMPT STATUS

Rebecca McDonald
SECRETARY OF STATE

It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE VI
INCORPORATOR

The name and place of residence of the incorporator is as follows:

Lynne Brown
10206 Delmar
Overland Park, KS 66207

ARTICLE VII
DURATION

The duration of the Corporation is to be perpetual.

ARTICLE VIII
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, by majority vote, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation (i) exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine (ii) to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or literary purposes, which qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or (iii) to the federal government, or to a state or local government for a public purpose. Any of such assets not so distributed shall be distributed by the Circuit Court in the county in which the principal office of the Corporation is at the time located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JAN 22 1999

Rebecca McDonald Cook
SECRETARY OF STATE

ARTICLE IX

FIRST BOARD OF DIRECTORS

The number of directors to constitute the first Board of Directors is four (4). The persons who shall serve the Corporation as the Board of Directors until the first annual meeting, or until such other meeting called to elect the Board of Directors, are:

Barnett Helzberg
4520 Main, Suite 1050
Kansas City, MO 64111

Shirley Helzberg
4520 Main, Suite 1050
Kansas City, MO 64111

Thomas Bloch
830 W. 51st Street
Kansas City, MO 64112

Lynne Brown
10206 Delmar
Overland Park, KS 66207

ARTICLE X

MAJOR DECISIONS

As further provided in the Bylaws of the Corporation, the affirmative vote of at least two-thirds (2/3) of all Directors, at any annual or special meeting, shall be required to adopt or approve any of the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of all or substantially all of the assets of the Corporation; and
- (iii) Repeal, modification, amendment in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation, or adoption of new Articles of Incorporation or Bylaws for the Corporation.

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JAN 22 1999

Rebecca McDowell Cook
SECRETARY OF STATE

ARTICLE XI

INTERNAL REVENUE CODE

All references in these Articles to Sections of the Internal Revenue Code (or simply "Code") shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Kansas City, Missouri, this 14 day of Jan., 1999.

INCORPORATOR:

Lynne K. Brown

Lynne K. Brown

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JAN 22 1999

Rebecca McDonald
SECRETARY OF STATE

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION
MISSOURI NONPROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
UNIVERSITY LEADERSHIP ACADEMY

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, REBECCA MCDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, 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 HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
22ND DAY OF JANUARY, 1999.

Rebecca McDowell Cook
Secretary of State



\$25.00