

FILED COPY

NONPROFIT

## ARTICLES OF INCORPORATION

OF

## THE CLASSICAL ACADEMY

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SECRETARY OF STATE  
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The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following articles of incorporation:

FIRST: **Name.** The name of the corporation is The Classical Academy.

SECOND: **Duration.** The corporation shall have perpetual existence.

THIRD: (a) **Purposes.** The corporation is organized and shall be operated exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the corporation shall include but not be limited to the following: organize, establish and administer a charter school under the laws of the State of Colorado, and engage in fundraising and development activities related to such charter school.

(b) **Powers.** In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section (c) of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

(c) **Restrictions On Powers.**

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation shall not participate 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.

(3) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.

(4) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(i) The corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(ii) The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(iii) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(iv) The corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(v) The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(5) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.



FOURTH: **Registered Office and Agent.** The address of the initial registered office of the corporation is 990 Carlson Drive, Colorado Springs, Colorado 80919. The name of its initial registered agent at such address is Jim Kretchman .

FIFTH: **Members.** The corporation shall have such classes of members as may from time to time be prescribed by its bylaws. The designation and voting powers of each class and their manner of election or appointment, qualifications, tenure, terms of membership, rights, powers, privileges and immunities shall be as from time to time stated in the bylaws. Voting powers may be denied to any class either generally or in any limited way. The corporation shall have no capital stock.

SIXTH: (a) **Board of Directors.** The management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the corporation from time to time in force.

(b) **Liability of Directors.** No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation for monetary damages for the following: (1) any breach of such director's duty of loyalty to the corporation, (2) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) acts specified in C.R.S. Section 7-24-

111, as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the corporation to any director or officer of the corporation), or (4) any transaction from which such director derived an improper personal benefit. If the Colorado Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Nonprofit Corporation Act. Any repeal or modification of this Article SIXTH (b) shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

(c) **Initial Board.** Five (5) directors shall constitute the initial Board of Directors. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Jim Kretchman	990 Carlson Drive Colorado Springs, CO 80919
Betsy Brown	7310 Buckeye Court Colorado Springs, CO 80919
Barry Farah	9735 Brussie Court Colorado Springs, CO 80920
Ron Mast	7530 Colby Court Colorado Springs, CO 80919
Steve Tomberlin	1519 Lehmberg Blvd. Colorado Springs, CO 80915

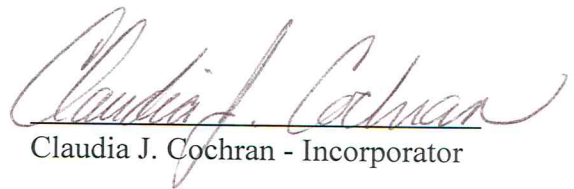
SEVENTH: **Bylaws.** The initial bylaws of the corporation shall be as adopted by the Board of Directors. The Board of Directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. The bylaws of the corporation may contain any provisions for the regulation or management of the affairs of the corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

EIGHTH: **Incorporator.** The name and address of the incorporator is:

Claudia J. Cochran  
90 S. Cascade, Suite 1300  
Colorado Springs, CO 80903

Dated: \_\_\_\_\_

6/21/96

  
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Claudia J. Cochran - Incorporator