

ARTICLES OF INCORPORATION

OF

WEST VIRGINIA ACADEMY, LTD.

A Nonprofit Corporation

The undersigned incorporator, a natural person being of the age of eighteen years or more, acting under the West Virginia Non-Profit Corporation Act (West Virginia Code §31E-1-101 et seq.), adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND INITIAL ADDRESS

The name of the corporation is West Virginia Academy, Ltd. (hereinafter the “Corporation”), which name complies with the required corporate name endings pursuant to West Virginia Code §31D-4-401.

The address of the initial principle office of the Corporation will be:

403 Mallard Run, Morgantown, WV, 26508

The above address is located in Monongalia County and is: (i) the address of the incorporator, (ii) the initial mailing address, and (iii) the physical address of the initial principal place of business for the Corporation.

ARTICLE II

DURATION

The period of duration of this Corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

The primary purposes for which the Corporation has been formed are to act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of West Virginia with an educational and scientific purpose. The legal purpose of the Corporation is to endeavor to improve and support primary education, broadly defined, by: (i) founding a charter school or

schools, (ii) developing and deploying curriculum and scalable college-readiness programs, and (iii) providing training for instructors of primary education who seek to improve college-readiness throughout West Virginia. These primary purposes of the Corporation are designed to improve student outcomes both locally and throughout the State of West Virginia thereby achieving several secondary (or indirect) societal benefits including, but not limited to, lessening the burdens of government, providing relief of the poor and distressed or under-privileged, and promoting social welfare by increasing employability of the populace and reducing unemployment over the long term. In the advancement of the primary purposes of the Corporation, the following specific purposes for which the corporation has been formed are:

a. To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.

b. To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the West Virginia Nonprofit Corporation Act, as amended and supplemented.

c. To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

d. Notwithstanding the foregoing, in every event the Corporation shall be subject to the following limitations:

(1) The Corporation is organized exclusively for educational and scientific purposes and may only make distributions, if any, to organizations that qualify as exempt organizations under Internal Revenue Code section 501(c)(3) or a corresponding section of any future tax code;

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

(3) 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 any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;

(4) The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law);

(5) Upon the dissolution of the Corporation, if any, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas in 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 IV

MEMBERS/STOCK

The Corporation shall not have any stock, but shall have one class of members. The election or appointment as well as the qualifications and rights of the members shall be included in the Bylaws.

ARTICLE V

BYLAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

ARTICLE VI

DIRECTORS AND OFFICERS

The number of directors of this Corporation shall be not less than five (5), as fixed from time to time by the Bylaws. The members of the initial Board of Directors and initial Officers shall be appointed by the incorporator within a reasonable time after the filing of these Articles and the number of initial directors shall be five (5). Thereafter, the appointment of members of the Board of Directors and Officers shall be conducted in accordance with the Bylaws of the Corporation. The Board of Directors shall be the "Governing Board" of any public charter school established by the Corporation as defined in West Virginia Code Sec. 18-5G-2(8).

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John S. Treu	403 Mallard Run Morgantown, WV 26508

Upon the appointment of the Board of Directors and signing of the Bylaws, the incorporator shall cease to be the incorporator and all affairs of the corporation shall be managed exclusively by the Board of Directors. The incorporator shall serve as a member of the initial Board of Directors.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office shall be: 403 Mallard Run, Morgantown, WV 26508. Such office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation. The Corporation's initial registered agent at such address shall be: John S. Treu.

I hereby acknowledge and accept appointment as corporate registered agent:

/s/ John S. Treu
John S. Treu

IN WITNESS WHEREOF, the undersigned incorporator, John S. Treu, has executed these Articles of Incorporation in duplicate as of the 26th day of December, 2019, and has read the above and foregoing Articles of Incorporation; knows the contents thereof and verifies that the same is true to the best of his knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters I believe the same to be true.

/s/ John S. Treu
John S. Treu
Incorporator
West Virginia Academy, Ltd.

[Ratified by Unanimous Vote of the Board of Directors on 1/31/2020]