

355643

ARTICLES OF INCORPORATION  
OF  
IOWA ACADEMY OF EDUCATION

320.00 KELLY 2 2/14/07

TO THE SECRETARY OF STATE OF THE STATE OF IOWA

The undersigned, acting as incorporator of a corporation organized under the Iowa Nonprofit Corporation Act, Chapter 504A of the 2007 Code of Iowa, as amended hereby adopt the following Articles of Incorporation for such corporation:

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STATE OF IOWA  
SECRETARY OF STATE  
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ARTICLE I

1.01 The name of the Corporation is Iowa Academy of Education.

ARTICLE II  
REGISTERED OFFICE AND REGISTERED AGENT

2.01 The address of the Registered Office of the Corporation is Iowa Academy of Education, University of Iowa, 210 Lindquist Center, Iowa City, Iowa 52242, the name of its initial Registered Agent at such address is David A. Jepsen.

ARTICLE III  
OBJECTS AND PURPOSES

3.01 The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2006, as revised, and to promote and advance such purposes by any activity in which a nonprofit corporation organized under the Iowa Non Profit Corporation Act may engage, exclusively, either directly or by engaging in activities that support or benefit one or more supported organizations as permitted under Section 509(a)(3) of the Code.

3.02 Without limiting the generality of the foregoing, the principal purpose of the Corporation shall be to engaged in activities to inform Pre-kindergarten to grade 14 educational policies and practices in the State of Iowa through the scholarly consideration and analysis of significant educational issues.

ARTICLE IV  
DISCRIMINATION POLICY

4.01 The Corporation shall not discriminate against any person on the basis of race, gender, religion, national origin or sexual orientation.

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ARTICLE V  
CONDUCT OF BUSINESS

5.01 The affairs of and business of the Corporation shall be managed and conducted by the Executive Council of Directors. The number of members of the Executive Council shall be fixed by the Corporate Constitution.

ARTICLE VI  
NONLIABILITY/INDEMNIFICATION

6.01 No director, officer, employee or member of the corporation shall as such, be liable on its debts or obligations and no director, officer, member or other volunteer shall be personally liable as such, for any claim based upon an act or omission of such person performed in the discharge of such persons' duties except (1) for any breach of the duty of loyalty to the Corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (3) for any transactions from which such person derive an improper personal benefit.

6.02 Except for any prohibition against indemnification specifically set forth in the Corporate Constitution or in Chapter 504A, Code of Iowa, at the time indemnification is sought, this Corporation shall indemnify any person who is or was a director, officer, employee, member or volunteer of this Corporation, or any such person who), while a director, officer, employee, member or volunteer of this Corporation, is serving or has served, at the request of this Corporation, as a director, officer, partner, member, manager, trustee, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, other enterprise, or employee benefit plan to the fullest extent possible, against expenses, including attorney fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, member, or volunteer of this Corporation, or as a director, officer, partner trustee, employee, or agent of such other corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (1) to a breach of such persons duty of loyalty-to the Corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing -violation of the law, or (3) for any transaction from which such person derived an improper personal benefit. The foregoing right of indemnification shall also inure to the benefit of any such indemnified person's heirs, executors, personal representatives, and administrators.

ARTICLE VII  
CORPORATE SEAL

7.01 The Corporation shall have no corporate seal.

ARTICLE VIII  
CORPORATE PERIOD

8.01 The corporate period shall be perpetual unless the Corporation is sooner dissolved or terminated as otherwise provided by law.

ARTICLE IX  
BYLAWS

9.01 The Executive Council of the Corporation shall adopt Corporate Constitution not inconsistent with these Articles.

ARTICLE X  
ACTIVITIES/POWERS

10.01 No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to, its members, directors, officers, or other private person, except that the Corporation shall be authorized and have power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on or propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the - Corporation shall not carry on any other activities not permitted to be carried on by: (a) A corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); (b) A Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

10.02 Except as otherwise provided herein, the Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which the Corporation may be organized under the provisions of the Iowa Nonprofit Corporation Act, Chapter 504A of the 2007 Code of Iowa, as amended.

ARTICLE XI  
DISSOLUTION

11.01 Upon the dissolution of the Corporation, the Executive Council shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation to an organization or organizations that qualify for tax exempt status under Section 501 (c) (3) of the Code (or the corresponding provisions of any future United States Internal Revenue law). Any such assets not so disposed of shall be disposed of by the Iowa District Court in and for Johnson exclusively for such purposes or to such organization or organizations as said Court shall determine qualify for tax exempt status under Section 501 (c) (3) of the Code (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XII  
INITIAL DIRECTORS

12.01 The initial Executive Council shall be composed of six (6) members. The names and addresses of them are:

Dr. David A. Jepsen  
1014 Marcy Street  
Iowa City, IA 52240

Ann Thompson  
N108 Lagomarcino Hall  
Iowa State University  
Ames, Iowa 50011-3190

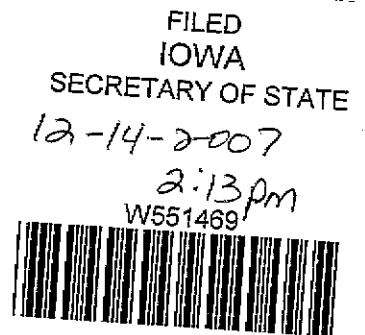
Dr. Peter Hlebowitsh  
N338B Lindquist Center  
University of Iowa  
Iowa City, IA 52242

Dr. Thomas Andre  
N131 Lagomarcino Hall  
Iowa State University  
Ames, Iowa 50011-3190

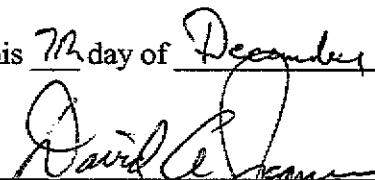
ARTICLE XIII  
INCORPORATOR

13.01 The name and address of the incorporator is:

David A. Jepsen  
Executive Director  
1014 Marcy Street  
Iowa City, Iowa 52240



Dated at Iowa City, Johnson County, Iowa, this 7<sup>th</sup> day of December, 2007.

  
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David A. Jepsen, Incorporator