

ARTICLES OF INCORPORATION OF  
SOUTH JEFFCO MONTESSORI CHARTER SCHOOL

The undersigned person of the age of eighteen years or more, acting as the incorporator of a corporation under the Colorado Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is South Jeffco Montessori Charter School.

ARTICLE II

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

The corporation is organized in accordance with the laws of the State of Colorado and, specifically, the Colorado Nonprofit Corporation Act. No part of the accumulations, gains, profits or net earnings shall inure to the benefit of any person or individual, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse reasonable expenses incurred. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office or in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

The period of duration of the corporation shall be perpetual.

ARTICLE IV

A member of the Corporation is defined as (i) a family with one or more students in the School, (ii) School staff, and (iii) any community member invited to serve on the Schools Board of Directors. A family consists of one or two parents, or person(s) who have legal and physical custody of a student; only one vote is allowed per family regardless of the marital or residential status of the parents and regardless of the number of students in the family who are enrolled in the School. School staff who have students in the School will have 2 votes; one vote as a staff member and one vote as a family member. A member by virtue of having a student in the School ends when the family no longer has a student enrolled in the School.

ARTICLE V

The corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado, except as expressly provided in these Articles. In addition, the corporation may do everything necessary, suitable or proper to the accomplishment of any of its corporate purposes. The corporation may conduct part or all of its business in any other part of Colorado, of the United States or the world and may hold, purchase, lease and convey real and personal property in any of such places.

ARTICLE VI

A. All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under Section 4942 of the Code.

B. The corporation shall not (i) engage in any self-dealing (as defined in Section 4941(d) of the Code); (ii) return any excess business holdings (as defined in Section 4943(c) of the Code); (iii) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; (iv) make any taxable expenditures (as defined in Section 4945(d) of the Code).

#### ARTICLE VII

A. The business and affairs of the corporation shall be managed by a board of directors which, except for the initial board of directors, shall be elected as provided in the bylaws.

B. The initial board of directors shall consist of the following persons who shall serve until the first annual meeting of the board of directors and until their successors are elected:

Name	Address
Margaret A Beck	600 17th Street, Suite 2700 Dominion Plaza - South Tower Denver, CO 80202
Betsy J. Holt	104 Inverness Terrace East Englewood, CO 80112

C. The number of directors may be increased or decreased (but not to less than one) from time to time in accordance with law and with the bylaws of the corporation, but no decrease shall have the effect of shortening the term of an incumbent director.

#### ARTICLE VIII

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because their votes are counted for such purpose, if: (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

#### ARTICLE IX

No director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by the Colorado Nonprofit Corporation Act, as amended.

ARTICLE X

A. The corporation shall indemnify, to the extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expenses arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the corporation. The corporation shall further have the authority to the full extent permitted by law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.

B. In no case, however, shall the corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times, no payment shall be made under this Article X if such payment would constitute any act of self-dealing (as defined in Section 4941(d) of the Code) or a taxable expenditure (as defined in Section 4945(d) of the Code).

ARTICLE XI

A. The corporation may be dissolved by a two-thirds (2/3) vote of the directors of the corporation.

B. Upon dissolution of this corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(cX3) of the Code (or the corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the district court of 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 XII

The articles of incorporation may be altered, amended or repealed with the approval of a majority vote of the directors for the corporation in office.

ARTICLE XIII

The initial registered office for the corporation shall be 600 - 17th Street, Suite 2700, Dominion Plaza - South Tower, Denver, Colorado 80202, and the initial registered agent at such address shall be Margaret A. Beck.

ARTICLE XIV

The name and address of the incorporator are Margaret A. Beck, 600 - 17th Street, Suite 2700, Dominion Plaza - South Tower, Denver, Colorado 80202.

Executed this 27th day of December, 1996

  
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Margaret A. Beck, Incorporator

Amended this 17<sup>th</sup> day of November, 2015

  
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Shiloh D. Sword, President MPA Board of Directors