

Tom Schedler
SECRETARY OF STATE

State of Louisiana
Secretary of State



COMMERCIAL DIVISION
225.925.4704

10/01/2012

Administrative Services
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Uniform Commercial Code
225.932.5318 Fax

GARY MCGOFFIN
P.O. BOX 51308
LAFAYETTE, LA 70505

DEAR SIR/MADAM:

LAFAYETTE CHARTER FOUNDATION, INC.

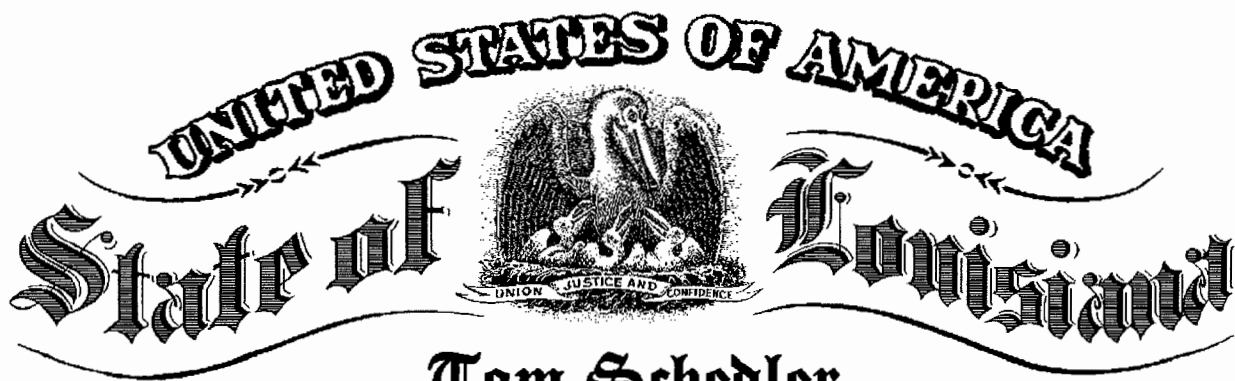
It has been a pleasure to approve and place on file your articles of incorporation. The appropriate evidence is attached for your files.

Payment of the filing fee is acknowledged by this letter.

Online filing options are available if changes are necessary to your registration or you need to file an annual report. Please visit our website at **GeauxBiz.com** for your future business needs.

Sincerely,

JG



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Incorporation of

LAFAYETTE CHARTER FOUNDATION, INC.

Domiciled at LAFAYETTE, LOUISIANA,

Was filed and recorded in this Office on September 27, 2012,

And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

October 1, 2012

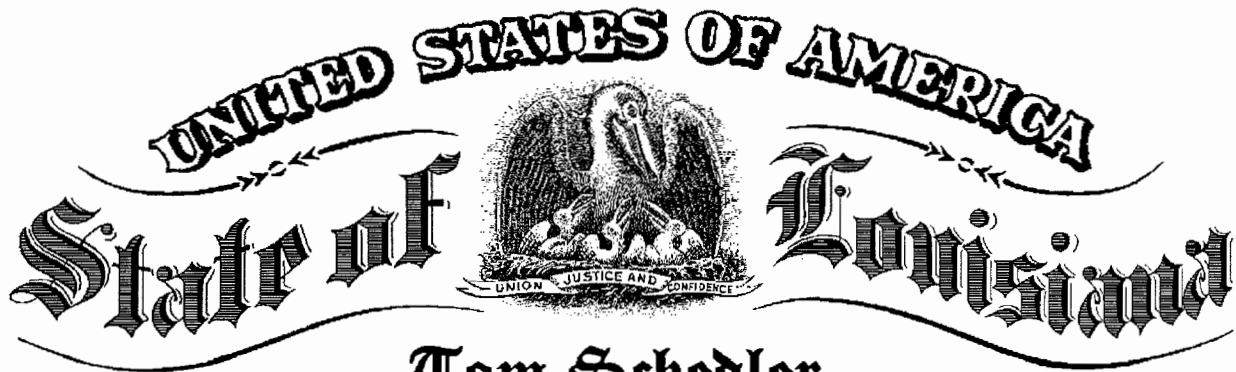
Secretary of State



Certificate ID: 10311556#9EG62

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www.sos.louisiana.gov

JG 40954319N



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

the attached document(s) of

LAFAYETTE CHARTER FOUNDATION, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.
Original Filing 09/27/2012 8 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

October 1, 2012

Secretary of State

JG 40954319N



Certificate ID: 10311557#HHH62

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.

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**ARTICLES OF INCORPORATION
OF
LAFAYETTE CHARTER FOUNDATION, INC.**

**STATE OF LOUISIANA
PARISH OF LAFAYETTE**

ARTICLE I.

NAME

The name of this nonprofit corporation shall be: LAFAYETTE CHARTER FOUNDATION, INC.

ARTICLE II.

NONPROFIT CORPORATION

LAFAYETTE CHARTER FOUNDATION, INC. is a nonprofit corporation organized under the laws of the State of Louisiana in accordance with La. R.S. 12:201, *et seq.*

ARTICLE III.

PURPOSES

This nonprofit corporation is organized and shall be operated exclusively for the following purposes:

- (a) Improve pupil learning and, in general, the public school system;
- (b) Increase learning opportunities and access to quality education for pupils;
- (c) Encourage the use of different and innovative teaching methods and a variety of governance, management, and administrative structures;
- (d) Require appropriate assessment and measurement of academic learning results;
- (e) Account better and more thoroughly for educational results;
- (f) Create new professional opportunities for teachers and other school employees, including the opportunity to be responsible for the learning program at the school site; and
- (g) To do and engage in any and all lawful activities which may be reasonably necessary to effectuate any of the purposes set forth in this Article, and to

exercise all other powers and authorities now or hereafter conferred upon nonprofit corporations under the laws of the State of Louisiana, subject to the limitations set forth herein.

However, in all events and under all circumstances, and notwithstanding anything else in these Articles of Incorporation, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or involuntary or by operation of law, or amendment of the Articles of Incorporation, the following provisions shall apply:

- 1) No part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities which are unlawful under the laws of the United States of America or the State of Louisiana, or any other jurisdiction where such activities are carried on;
- 2) This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of this Corporation shall be used, nor shall this Corporation ever be organized or operated for the purposes which are not exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.
- 3) No compensation or payment shall ever be paid or made to any member, officer, trustee or other private person, or organizer of this Corporation, except as reasonable allowance for actual expenditures or services which are actually made or rendered to or for this Corporation and in furtherance of its stated purposes; neither whole nor any part or portion of the assets or net earnings, current or cumulative, of this Corporation shall ever inure to the benefit of or be distributed to or divided among such persons.

ARTICLE IV.

DEDICATION OF ASSETS AND DISSOLUTION

- A. The assets of this Corporation are permanently dedicated to assisting,

promoting and enhancing all purposes described in Article III above.

B. Upon the termination, winding up or dissolution of the Corporation, the Board of Trustees, Liquidator, or other appropriate representatives shall, after paying or making provisions for payment of all of the liabilities of the Corporation, distribute all assets of the Corporation to the Lafayette Parish School Board or the Louisiana Board of Elementary and Secondary Education (as applicable), prescribed by the By-Laws, or alternatively, to such organization or organizations organized and operated exclusively for charitable, educational religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code. If necessary, the Board of Trustees, Liquidator, or other appropriate corporate representative shall determine the identity of the alternative organization or organizations to which the assets in liquidation shall be distributed; however, if the named recipients are not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then assets of this corporation shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the parish 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 V.

DURATION

This Corporation shall have perpetual existence.

ARTICLE VI.

STRUCTURE OF THE CORPORATION

- A. The Corporation shall not be a membership organization.
- B. This Corporation shall be organized on a non-stock basis.

ARTICLE VII.

BOARD OF TRUSTEES

The following are the names and addresses of the initial trustees:

- 1. Carlos Harvin
113 Goldman Street
Lafayette, LA 70501
- 2. Gifford Briggs
103 Huttingtower Lane
Lafayette, LA 70508
- 3. Ulysses Gene Thibodeaux
3910 Marie Court
Lake Charles, LA 70607
- 4. Karen G. Miller
225 Petite Road
Maurice, LA 70555
- 5. Virginia Jones
807 South Sterling Street
Lafayette, LA 70501
- 6. Mary Louella Riggs-Cook
617 E. Alexander Street
Lafayette, LA 70501-2303
- 7. Fernando Perez-Viart
206 Case Lane
Lafayette, LA 70506

The general authority for all affairs of the Corporation shall be in the Board of Trustees consisting of at least seven (7) trustees, but not more than eleven (11) trustees, who shall have and may exercise all of the powers of the Corporation as permitted by federal law, Louisiana law, these Articles of Incorporation, and the By-laws of the Corporation as from time to time in effect. The time and place of meetings and the classification, qualifications, manner of election, powers, duties, and terms of the trustees may be prescribed by the By-Laws adopted by the Board of Trustees.

ARTICLE VIII.

LIMITATION OF LIABILITY OF OFFICERS AND TRUSTEES

No officer or trustee of the Corporation shall be individually liable to either the organization itself or to third parties for any act or omission resulting in damage or injury, provided that:

- 1) The Corporation is a nonprofit organization qualified as a tax exempt organization under Section 501(c) of the Internal Revenue Code; and,
- 2) The person is not compensated for services as an officer or trustee on a salary basis; and,
- 3) The act or omission resulting in damage or injury arises out of the exercise of the person's judgment in the formation and implementation of policy while acting as a trustee or officer or arises out of the management of the affairs of the organization; and,
- 4) The person was acting within the scope of his or her official functions and duties; and,
- 5) The person was acting in good faith and the damage or injury was not caused by the person's wanton or willful misconduct.

ARTICLE IX.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office for the corporation shall be 220 Heymann Boulevard, Lafayette, Louisiana 70503 and the registered agent for service of process is Gary McGoffin, 220 Heymann Boulevard, Lafayette, Louisiana 70503.

ARTICLE X.

INCORPORATOR

The name and address of the incorporator of this nonprofit corporation is:
Carlos Harvin, 113 Goldman Street, Lafayette, LA 70501.

[SIGNATURE PAGE TO FOLLOW]

[SIGNATURE PAGE TO ARTICLES OF INCORPORATION OF LAFAYETTE CHARTER FOUNDATION, INC.]

THUS DONE AND PASSED, in Lafayette, Lafayette Parish, Louisiana, on the date written above, in the presence of the undersigned competent witnesses who have hercunto signed their names with the appearer and me, Notary, after a due reading of the whole.

Witnesses:

Ulysses Gene Thibodeau
Print: Ulysses Gene Thibodeau Carlos Harvin, Incorporator

Valerie Nicole Teal
Print: Valerie Nicole Teal

Mary Louella Riggs-Cool
NOTARY PUBLIC

Print: Mary Louella Riggs-Cool

Notary ID#: 14656

My commission expires upon death



[AGENT'S AFFIDAVIT ON FOLLOWING PAGE]

AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

I, Gary McGoffin, hereby acknowledge and accept the appointment of registered agent for and on behalf of Lafayette Charter Foundation, Inc.

Witnesses:

Mandle Basile
Print: Mandle Basile

Gary McGoffin
Gary McGoffin

Danielle Picard
Print: Danielle Picard

Leslie W. LeBlanc
NOTARY PUBLIC

Print: Leslie W. LeBlanc

Notary ID#: 131085

My commission expires at death

