

Federal EIN: 81-4684220

Edison School for the Arts, Inc.  
c/o Nathan Tuttle  
777 S. White River Parkway West Drive  
Indianapolis, Indiana 46221

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Exhibit to Form 1023  
(Part II, Line 1)  
(Part III, Lines 1 and 2b)  
(Schedule B, Section II, Line 1)

**EXHIBIT A**

**CERTIFICATE OF INCORPORATION**

**ARTICLES OF INCORPORATION**

(see attached)

State of Indiana  
Office of the Secretary of State

Certificate of Incorporation  
of

**EDISON SCHOOL OF THE ARTS, INC.**

*Certified: A true copy*

*1-5-17*

*John Hall*

*Attorney-in-fact*

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Incorporation of the above Domestic Nonprofit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, November 15, 2016.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 17, 2016

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

201611151167305 / 7440622

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

Approved and Filed  
201611151167306/7440622  
Filing Date: 11/17/2016  
Effective :11/18/2016 18:01  
CONNIE LAWSON  
Indiana Secretary of State

ARTICLES OF INCORPORATION

*Certified: A true copy*

OF

*1-5-17*

EDISON SCHOOL OF THE ARTS, INC.

*John A. Dell  
Attorney-in-fact*

The undersigned Incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby executes the following Articles of Incorporation:

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CORPORATION DIV.  
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ARTICLE I

Name

The name of the Corporation is Edison School of the Arts, Inc.

ARTICLE II

Purposes

This Corporation is a public benefit corporation that shall be organized and operated exclusively to conduct, support, encourage, and assist such educational, charitable, scientific, and other programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). In furtherance of such purposes, the Corporation's specific purposes shall include operating one or more innovation network schools pursuant to Indiana Code, Title 20, Article 25.7, or corresponding provisions of any subsequent Indiana statute governing innovation network schools.

ARTICLE III

Powers

Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that

will prevent the Corporation from being an organization-described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess, in addition to the general rights, privileges, and powers conferred by the Act or by other law, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

#### ARTICLE IV

##### Period of Existence

The period during which the Corporation shall continue is perpetual.

#### ARTICLE V

##### Initial Registered Agent and Initial Registered Office

Section 1. The name and address of the initial registered agent in charge of the Corporation's initial registered office are Nathan Tuttle, 777 S. White River Parkway West Drive, Indianapolis, Indiana, 46221.

Section 2. The street address of the initial registered office of the Corporation is 777 S. White River Parkway West Drive, Indianapolis, Indiana, 46221.

Section 3. The undersigned hereby represents that the registered agent named in this Article has consented to the appointment of registered agent.

#### ARTICLE VI

##### Incorporator

The name and address of the Incorporator of the Corporation are Nathan Tuttle, 777 S. White River Parkway West Drive, Indianapolis, Indiana, 46221.

#### ARTICLE VII

##### Members

The Corporation shall not have "members" as that term is defined in the Act. The Corporation may, upon the resolution of the Board of Directors, designate as "members" certain individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Corporation. Such designation shall carry no legal significance under the Act and shall not entitle such "members" to any vote on Corporation matters or to attendance at Corporation meetings.

#### ARTICLE VIII

##### Directors

The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Bylaws of the Corporation at a number no smaller than three (3).

#### ARTICLE IX

##### Election or Appointment of Directors

The directors of the Corporation, other than the members of the initial Board of Directors, shall be elected and appointed in the manner and for terms as specified in or fixed in accordance with the Bylaws of the Corporation.

ARTICLE X

Initial Board of Directors

The members of the initial Board of Directors of the Corporation shall be elected by the Incorporator. The names and addresses of the members of the initial Board of Directors, each of whom shall have the address of 777 S. White River Parkway West Drive, Indianapolis, Indiana, 46221, are as follows:

Ernest Disney-Britton  
Laura Green  
Henry Leck

ARTICLE XI

No Private Inurement

None of the Corporation's net earnings shall inure to the benefit of any private individual.

ARTICLE XII

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. The Corporation shall ensure that any network innovation schools that it operates (the "Schools") will admit students of any race, color, gender, sexual orientation, gender identity, disability, national or ethnic origin, religion, and ancestry to all the rights, privileges, programs, and activities generally accorded or made available to students at the Schools. The Corporation and the Schools it operates shall not discriminate on the basis of race, color, gender, sexual orientation, gender identity, disability, national or ethnic origin, religion, or

ancestry (or any other characteristics or categories prohibited under federal, state, or local law) in the administration of its educational policies, admissions policies, scholarship and loan programs, and athletic or other programs administered by the Schools.

Section 2. The Corporation shall comply with all Indiana laws applicable to innovation network schools, including (but not limited to) the following provisions of the Indiana Code ("IC"), or corresponding provisions of subsequent Indiana law:

- (a) IC 5-14-1.5 et seq. (Indiana's Open Door Law);
- (b) IC 5-14-3-1, et seq. (Indiana's Access to Public Records Act);
- (c) IC 20-25.7-4-10 (public meeting requirement);
- (d) IC 20-24-8-5 (statutes applicable to charter schools);
- (e) IC 20-28-11.5 (staff performance evaluations);
- (f) IC 20-24-6 (employment of teachers and other personnel in charter schools).

Section 3. Notwithstanding any other provision of these Articles of Incorporation, if for any taxable year the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation's income shall be distributed at such time and in such manner as not to subject the Corporation to the tax imposed by Code section 4942.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, if at any time the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Code section 4941(d);
- (b) Retain any excess business holdings as defined in Code section 4943(c);
- (c) Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or

(d) Make any taxable expenditure as defined in Code section 4945(d).

Section 5. Neither the Board of Directors nor the Corporation shall have power or authority to do any act that will prevent the Corporation from being an organization described in Code section 501(c)(3).

Section 6. Except as otherwise permitted by Code section 501(h), no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 7. The Corporation shall not participate or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 8. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 9. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

Section 10. No director of the Corporation shall be liable for any of its obligations.

Section 11. Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.

Section 12. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles of Incorporation, Bylaws, and applicable law.



Section 13. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

ARTICLE XIII

Dissolution of the Corporation

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement to one or more other organizations that have been selected by the Board of Directors of the Corporation, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

The undersigned Incorporator hereby adopts these Articles of Incorporation and presents them to the Secretary of State of the State of Indiana for filing.

IN WITNESS WHEREOF, the undersigned Incorporator hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this

14<sup>th</sup> day of November, 2016.



Nathan Tuttle, Incorporator

This instrument was prepared by Joshua W. Abel, Attorney at Law, Faegre Baker Daniels LLP, 300 N. Meridian St., Ste. 2700, Indianapolis, Indiana, 46204.