



# NORTH CAROLINA

## Department of the Secretary of State

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF INCORPORATION**

**OF**

**EXPLORIS SCHOOL FOUNDATION**

the original of which was filed in this office on the 4th day of January, 2017.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 4th day of January, 2017.

*Elaine F. Marshall*

Secretary of State

State of North Carolina  
Department of the Secretary of State

ARTICLES OF INCORPORATION  
NONPROFIT CORPORATION

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the nonprofit corporation is: EXPLORIS SCHOOL FOUNDATION
2.  (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).

3. The name of the initial registered agent is: Theresa S. Dew

4. The street address and county of the initial registered agent's office of the corporation is:

Number and Street: 1033 Wade Avenue, Suite 202

City: Raleigh State: NC Zip Code: 27605 County: Wake

The mailing address *if different from the street address* of the initial registered agent's office is:

Number and Street or PO Box: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

5. The name and address of each incorporator is as follows:

J. Calvin Cunningham, 401 Hillsborough St., Raleigh, NC 27603

6. (Check either a or b below.)
  - a.  The corporation will have members.
  - b.  The corporation will not have members.

7. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.

See Attached.

8. Any other provisions which the corporation elects to include are attached.

See Attached.

9. The street address and county of the principal office of the corporation is:

Principal Office Telephone Number: (919) 715-3690

Number and Street: 401 Hillsborough St.

City: Raleigh State: NC Zip Code: 27603 County: Wake

The mailing address if different from the street address of the principal office is:

Number and Street or PO Box: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

10. (Optional): Please provide a business e-mail address: Privacy Redaction

The Secretary of State's Office will e-mail the business automatically at the address provided at no charge when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is being offered, please see the instructions for this document.

11. These articles will be effective upon filing, unless a future time and/or date is specified: \_\_\_\_\_

This is the 30<sup>th</sup> day of December, 2016.

EXPLORIS SCHOOL FOUNDATION

  
By: J. Calvin Cunningham, Incorporator

**NOTES:**

F. Filing fee is \$60. This document must be filed with the Secretary of State.

CORPORATIONS DIVISION  
Revised September, 2013

P. O. BOX 29622

RALEIGH, NC 27626-0622  
Form N-01

**Attachment to Articles of Incorporation**

**ARTICLE 7  
PROVISIONS REGARDING DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of this organization, 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 federal tax code, or shall be distributed to the federal government; or to a state or local government, for a public purpose.

**ARTICLE 8  
ADDITIONAL PROVISIONS**

This organization is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

**BYLAWS  
OF  
EXPLORIS SCHOOL FOUNDATION**

**ARTICLE I**

Name, Principal Office, Registered Office

Section 1. Name of the Corporation. The name of the Corporation is Exploris School Foundation. The Corporation was formed as a nonprofit corporation upon the filing of Articles of Incorporation with the North Carolina Secretary of State effective January 4, 2017.

Section 2. Principal Office. The principal office of the Corporation is located at 401 Hillsborough St., Raleigh, NC 27603 or at such other place that the Board of Directors may designate from time to time.

Section 3. Registered Office. The registered office of the Corporation is required by law to be maintained within the State of North Carolina and shall be located at 1033 Wade Avenue, Suite 202, Raleigh, Wake County, North Carolina 27605, or at such other place within the State of North Carolina that the Board of Directors may designate from time to time.

**ARTICLE II**

Definitions

The following terms, as used in these Bylaws, shall have the following meanings, unless the context clearly indicates otherwise:

“Act” means the North Carolina Nonprofit Corporation Act set forth in North Carolina General Statutes Chapter 55A.

“Articles” means the Corporation’s Articles of Incorporation filed January 4, 2017 with the North Carolina Secretary of State.

“Business Day” means any day on which banks in the State of North Carolina are not authorized or required by law to be closed.

“Corporation” means Exploris School Foundation, a North Carolina nonprofit corporation.

“Director” or “Directors” means a member or the member(s) of the Board of Directors.

“Code” shall mean the Internal Revenue Code, codified as Title 26 of the United States Code.

“State” shall mean the State of North Carolina.

## ARTICLE III

### Purposes of the Corporation

Section 1. General Purposes. The Corporation was formed for educational, charitable and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code and is not for individual pecuniary benefit or financial gain. No part of the assets, net earnings, income or profit of the Corporation shall inure to or be distributed for the benefit of any donor, director, officer, employee or individual, except that the Corporation is authorized and empowered to pay reasonable operating expenses including but not necessarily limited to compensation for services rendered, and make payments and distributions in furtherance of its educational, charitable and scientific purposes as set forth herein.

Section 2. Specific Purpose. The Corporation has been created to engage in activities in furtherance of its charitable mission and purpose including to receive, administer and expend funds to support the educational mission of The Exploris School including admissions, academic programs, building and grounds, development, finance, financial aid, and operations; and to engage in any and all lawful activities in accordance with North Carolina law in connection with the foregoing specific purpose and consistent with the provisions of 26 U.S.C. §501 and as provided by the Articles of Incorporation and these Bylaws.

Section 3. Limitations on Activity. Notwithstanding the foregoing, the activities of the Corporation shall be limited as follows:

a. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

b. Limit of Use of Property and Funds to Purposes of the Corporation. No funds or property of the Corporation shall be devoted to or expended for any purpose or objective not stated in the Articles of Incorporation or Bylaws. All Corporation funds and properties will be used exclusively in support of the charitable purposes of the Corporation. None of the funds or property of the Corporation will be used for the personal benefit either directly or indirectly, of the Directors, employees, advisors, representatives, donors or officers, except as provided herein. Employees, if any, of the Corporation may be compensated.

c. Prohibition Against Sharing in Corporate Earnings. No Director, officer, employee or member of a committee of the Corporation, donors, advisors, representatives or any other individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions) shall receive any of the net earnings of the Corporation. Notwithstanding the foregoing, to the extent approved by the Board, reasonable compensation and reimbursement for expenses

incurred by employees, officers and directors may be paid by the Corporation. No Director, officer, employee, donor or representative is entitled to any distribution of corporate assets in the event of dissolution of the Corporation.

d. Distributions Upon Dissolution. All Directors of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or similar winding-up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors, after satisfaction of the Corporation's liabilities, shall be transferred, conveyed, delivered and paid over as provided in the Articles and in accordance with North Carolina law. Upon dissolution of the Corporation, any remaining funds will be distributed to The Exploris School.

#### ARTICLE IV

##### Members

The Corporation shall have no members.

#### ARTICLE V

##### Board of Directors

Section 1. General Powers and Duties. The property, business, and affairs of the Corporation shall be managed, controlled, and directed by a Board of Directors. The Board of Directors shall have and may exercise, any and all powers provided in the Articles, Bylaws or the Act that are necessary and appropriate to effectuate the charitable purposes of the Corporation.

Section 2. Number of Directors. There shall be at least five (5) but not more than nine (9) members on the Board of Directors. The Board of Directors will include: i) the Development Officer of The Exploris School as an ex officio, voting member; ii) at least one (1) member of The Exploris School Board of Directors; and, iii) one (1) member appointed by the Board of Directors of The Exploris School, but who would not necessarily be a member of the Board of Directors of The Exploris School. A majority of the remaining members of the Board of Directors should be composed of community members who are stakeholders in The Exploris School including but not necessarily limited to parents and guardians of current and former students, alumni, teachers and employees of the Exploris School.

Section 3. Election of Directors, Chairman. The initial Board of Directors shall be determined by the Incorporators at the first organizational meeting. All subsequent Directors shall be elected at a regular meeting of the Directors to be held at a certain date and time during the month of June in each year as determined by the Board of Directors. The Chairman of the Board of Directors shall be elected by a majority vote of the Board of Directors each year.

Section 4. Term. Except the Director of Philanthropy, Directors shall serve a maximum of two (2) consecutive three (3) year terms on the Board of Directors. Except for the Director of Philanthropy, the terms of the Board of Directors shall be staggered in accordance with the following schedule: up to (3) members of the initial Board of Directors shall serve until the June 2017 meeting of the Board of Directors and are eligible for reelection for one additional three-year term; up to (3) members of the initial Board of Directors shall serve until the June 2018 meeting of the Board of Directors and are eligible for reelection for one additional three-year term; and up to (3) members of the initial Board of Directors shall serve until the June 2019 meeting of the Board of Directors and are eligible for reelection for one additional three-year term. At the expiration of each initial Director's term and continuing thereafter, the Board of Directors shall elect Directors to fill expiring terms for a term of three years or until the Director's successor has been duly elected and qualified.

Section 5. Compensation of Directors. Directors shall not be compensated for their services to the Corporation. The Board of Directors has discretion to adopt a reimbursement policy for extraordinary expenses actually incurred by a Director in furtherance of the mission and charitable purposes of the Corporation. .

Section 6. Resignation. A Director may resign by giving written notice thereof to the Chairman of the Board of Directors and such resignation shall be effective upon the date stated in the notice or immediately upon delivery to the Chairman if no date is stated therein.

Section 7. Disqualification; Conflicts of Interest; Standards of Conduct. A Director will be disqualified from serving as a Director and shall no longer be eligible for service on the Board of Directors if a court of competent jurisdiction determines that a Director has engaged in fraudulent or dishonest conduct or abuse of authority or discretion with respect to the Corporation or that the Director is mentally impaired and is incompetent to serve as a Director. Every Director shall execute an annual conflict of interest statement and will act in accordance with the standards of conduct as reflected in N.C. Gen. Stat. § 55A-8-30, which may be amended from time to time. Every Director shall also comply with any Code of Conduct adopted by the Corporation now or in the future.

Section 8. Vacancies. Any Director vacancy occurring in the Board of Directors (whether by resignation, retirement, death or otherwise) may be filled by an affirmative vote of a majority of the remaining Directors, except that a Director appointed by the Board of Directors of The Exploris School must be filled by The Exploris School. A Director appointed by the Board of Directors to fill a vacancy shall be elected for the unexpired term of the vacating Director.

Any Director position to be filled as the result of an increase in the authorized number of Directors shall be filled by election at the next regular meeting in June unless a special meeting of the Board of Directors is called for that purpose.

Section 9. Committees.



- a. Executive Committee. The Board of Directors may designate, by resolution passed by a majority of its Directors, three or more of their number to constitute an Executive Committee. The Executive Committee, to the extent authorized by law and provided in such resolution, may exercise all powers of the Board of Directors subject to the limitations provided by N. C. Gen. Stat. §55A-8-25; may manage and conduct the business and affairs of the Corporation in the interim between meetings of the Board; and, may perform such other duties as the Board directs, except that the Executive Committee shall not have the power to fill vacancies in its own membership or in the Board of Directors; authorize distributions; recommend or approve dissolution; merge, sale, pledge, or transfer all or substantially all of the corporation's assets; elect, appoint or remove directors, or on any of its committees; or adopt, amend, or repeal the Articles or Bylaws.
- b. Other Committees. The Board may create, by resolution, other committees as it deems appropriate from time to time and such committee may exercise only such authority as may be delegated and approved by the Board of Directors in accordance with applicable law. Committee members may be composed of such members as the Directors may decide and need not be Directors.

## ARTICLE VI

### Meetings of Directors

Section 1. Regular Meetings. The Board of Directors shall conduct at least four regular meetings every year including a June meeting for the purpose of electing Directors of the Corporation and for such other business as may be properly brought before the Board of Directors. The Board of Directors shall determine the time and place for all regular meetings as it may deem appropriate and is consistent with its charitable purpose.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called from time to time in writing by the Chairman or by at least two Directors and shall be held at the principal office of the Corporation.

Section 3. Notice of Meetings. Regular meetings of the Board of Directors shall be held upon at least ten (10) days prior written notice stating the time, date, and place of the meeting. Special meetings shall be held upon at least five (5) days prior written notice. Notice of a special meeting shall include the business to be transacted and the purpose of the meeting. The notice provisions of this Section may be satisfied by written waiver of notice of any meeting or attendance by a Director at a meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called. For purposes of this Section, written notice may be provided to the Directors by electronic communication.

Section 4. Attendance Required. Directors shall make their best efforts to attend any

properly scheduled meeting of the Board of Directors and shall notify the Chairman in advance whether a Director will attend.

Section 5. Quorum. At all meetings of the Board of Directors, either regular or special, the presence of a majority of the Directors then elected and holding office shall constitute a quorum for the transaction of business.

Section 6. Minutes. The Secretary of the Corporation shall keep minutes of all Board of Directors meetings and the same shall be recorded in a book kept for that purpose and kept on file with the Corporation. The minutes shall reflect a record of all corporate action taken by the Board of Directors.

Section 7. Manner of Acting. Except where a greater number may be required by the Articles or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

Section 8. Participation by Video or Telephone Conference Call. Any Director may participate in a meeting of the Board of Directors or a committee meeting by means of a video conference call, telephone conference call or similar communications device that allows all persons participating in the meeting to hear one another. Participation in a meeting by such means set forth in this section shall be deemed presence in person at such meeting.

Section 9. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or a committee of Directors may be taken without a meeting if written consent to the action is signed by all Directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken. For purposes of this Section, any Director may consent to the action by email acknowledgement, which shall be considered signed by said Director.

## ARTICLE VII

### Officers

Section 1. Officers of the Corporation. Officers of the Corporation shall include a Treasurer and a Secretary and may include such other officers as the Board of Directors may elect to effectuate the charitable purposes of the Corporation. The offices of Treasurer and the Secretary may not be held by the same person. Nothing in this Section is intended to limit the authority of the Board of Directors to elect officers of the Corporation who also serve as officers or directors of The Exploris School.

Section 2. Election and Term. The Officers of the Corporation shall be elected at the regular meeting of the Board of Directors in June every year. Each Officer elected shall hold office until the following year except for death, resignation, retirement or disqualification. Notwithstanding the foregoing, the Board of Directors may elect any officers, at any regular or

special meeting of the Board of Directors, to fill offices which have become vacant.

Section 3. Compensation. Officers of the Corporation will not be compensated. Notwithstanding the foregoing, the Board of Directors, in its discretion, may compensate any employee of the Corporation, upon the approval of the Board of Directors as may be set forth by resolution of the Board of Directors.

Section 4. Resignation or Removal of Officers.

- a. Resignation. Any Officer may resign at any time by giving written notice thereof to the Chairman of the Board of Directors and such resignation shall be effective upon the date stated or immediately upon delivery to the Chairman if no date is stated therein.
- b. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, by an affirmative vote of a majority of the Directors present at any meeting at which a quorum is present. Any vacancy created by a resignation or removal of an Officer may be filled by the Board of Directors as set forth in Section 2 of this Article.

Section 5. Duties of Treasurer. The Treasurer will have custody of all funds and securities of the Corporation and shall deposit them in the name of the Corporation in such bank or banks as the Board of Directors may direct. The Treasurer shall keep full and accurate accounts of the finances of the Corporation and shall disburse the funds of the Corporation in payment of the just demands of the Corporation or as may be ordered by the Board of Directors. The Board of Directors shall ensure that all internal controls are maintained and the Treasurer shall further provide to the Board of Directors information of the financial condition of the Corporation, including an accounting of all financial transactions of the Corporation.

Section 6. Duties of Secretary. The Secretary shall keep accurate records of the acts and proceedings of the Board of Directors and minutes of all meetings of the Board of Directors (and any committees) and shall give all notices required by the law and these Bylaws. The Secretary shall perform all such other duties as may be incident to the office of Secretary or as may be assigned from time to time by the Board of Directors.

Section 7. Bonds. The Board of Directors may require any officer or employee of the Corporation to provide a bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position.

## ARTICLE VIII

### Financial Matters

Section 1. General Powers. The Board of Directors shall have and may exercise any and all powers which are necessary or desirable to manage and administer the Corporation and the properties and funds thereof and to carry out and perform in all respects the charitable and educational purposes of the Corporation.

Section 2. Contracts. The Board of Directors may authorize by resolution the Chairman or any other designated representative to enter into any contract or deliver any contract or to execute or deliver any instrument on behalf of the Corporation.

Section 3. Loans. The Board of Directors may authorize by resolution the Chairman or any other designated representative to contract loans on the Corporation's behalf except that no evidence of indebtedness shall be issued in the Corporation's name, unless and except as authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Checks and Drafts. The Board of Directors may from time to time authorize the Chairman or any other designated representative to issue checks, drafts or other orders for the payment of money in the name of the Corporation, which shall be signed by the Chairman, the Treasurer or other designated representative on behalf of the Corporation.

Section 5. Funds. The Board of Directors or other designated representative to whom the Board of Directors may give such power, may select trust companies, bankers or other depositories in which all corporate funds not otherwise employed shall be deposited from time to time to the Corporation's credit.

Section 6. Acceptance and Rejection of Gifts. The Board of Directors, the Chairman or any other designated representative of the Corporation to whom such authority may be delegated by the Board of Directors, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the charitable purposes of the Corporation; provided, however, that the Board of Directors, the Chairman or any other designated representative of the Corporation to which such authority may be delegated by the Board of Directors, shall have the power to reject any donation, grant, bequest or devise which the Board of Directors considers to be inconsistent with the charitable purposes of the Corporation.

Section 7. Audits. Annually, or on request of a majority of the Board of Directors, the accounts of the Corporation shall be audited by a certified public accountant whose report shall be submitted to the Board of Directors.

## ARTICLE IX

### Indemnification

Section 1. In accordance with N.C. Gen. Stat. §55A-2-02, the Corporation intends to limit or eliminate the personal liability of any Director for monetary damages arising out of an action on behalf of the Corporation. Any person who at any time serves or has served as a Director of the Board of Directors or Officer of the Corporation, or in such capacity (as Officer or Director) shall be indemnified by the Corporation to the fullest extent permitted by North Carolina law against:

- a. reasonable expenses, including attorney's fees actually and necessarily incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity; and
- b. reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit, or proceeding as a result of his or her actions on behalf of the Corporation.

The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification provided by this Bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claim for indemnity acted and of the reasonable amount of indemnity due.

Section 2. There shall be no indemnification of Directors or Officers for:

- a. acts or omissions that the Director at the time of the breach knew or believed were in conflict with the best interests of the Corporation;
- b. any liability under N. C. Gen. Stat. §55A-8-32 or N. C. Gen. Stat. § 55A-8-33;
- c. any transaction from which the Director derived an improper personal financial benefit;
- d. acts or omissions occurring prior to the date the provision became effective.

## ARTICLE X

### General Provisions

Section 1. Corporate Seal. The Directors may adopt a corporate seal of the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each

year.

Section 3. Amendments. Except as may otherwise be provided herein, these Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of a majority of the Directors of the entire Board of Directors at any regular or special meeting of the Board of Directors, provided that prior written notice has been given to all Directors of the Board of Directors in accordance with the provisions hereinabove. Notwithstanding the foregoing, any amendment affecting the purposes or dissolution of the Company may only be approved by 2/3 of the Directors.

Section 4. Inconsistencies. In the case of any conflict or inconsistency between these Bylaws and the Articles, the Articles shall control.

Section 5. Electronic Transactions. Unless specifically prohibited, the Corporation may take any action by electronic means, such as email.

Section 6. Prohibition of certain activities. Notwithstanding any other provision of the Act, the Articles or these Bylaws, no Director, Officer, employee or other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by contributions from organizations which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

The foregoing are the Bylaws of Exploris School Foundation, adopted this the 5<sup>th</sup> day of April, 2017.

  
Chairman

Attest:

  
Secretary



DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE  
CINCINNATI OH 45999-0023

Date of this notice: 01-04-2017

Employer Identification Number:  
81-4851793

Form: SS-4

Number of this notice: CP 575 E

EXPLORIS SCHOOL FOUNDATION  
401 HILLSBOROUGH ST  
RALEIGH, NC 27603

For assistance you may call us at:  
1-800-829-4933

IF YOU WRITE, ATTACH THE  
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 81-4851793. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

When you submitted your application for an EIN, you checked the box indicating you are a non-profit organization. Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, Tax-Exempt Status for Your Organization, has details on the application process, as well as information on returns you may need to file. To apply for recognition of tax-exempt status under Internal Revenue Code Section 501(c)(3), organizations must complete a Form 1023-series application for recognition. All other entities should file Form 1024 if they want to request recognition under Section 501(a).

Nearly all organizations claiming tax-exempt status must file a Form 990-series annual information return (Form 990, 990-EZ, or 990-PF) or notice (Form 990-N) beginning with the year they legally form, even if they have not yet applied for or received recognition of tax-exempt status.

Unless a filing exception applies to you (search [www.irs.gov](http://www.irs.gov) for Annual Exempt Organization Return: Who Must File), you will lose your tax-exempt status if you fail to file a required return or notice for three consecutive years. We start calculating this three-year period from the tax year we assigned the EIN to you. If that first tax year isn't a full twelve months, you're still responsible for submitting a return for that year. If you didn't legally form in the same tax year in which you obtained your EIN, contact us at the phone number or address listed at the top of this letter.

For the most current information on your filing requirements and other important information, visit [www.irs.gov/charities](http://www.irs.gov/charities).

**IMPORTANT REMINDERS:**

- \* Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.** You may give a copy of this document to anyone asking for proof of your EIN.
- \* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- \* Refer to this EIN on your tax-related correspondence and documents.
- \* Provide future officers of your organization with a copy of this notice.

Your name control associated with this EIN is EXPL. You will need to provide this information, along with your EIN, if you file your returns electronically.

If you have questions about your EIN, you can contact us at the phone number or address listed at the top of this notice. If you write, please tear off the stub at the bottom of this notice and include it with your letter. Thank you for your cooperation.

Keep this part for your records.

CP 575 E (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 E

9999999999

Your Telephone Number ( ) - Best Time to Call

DATE OF THIS NOTICE: 01-04-2017  
EMPLOYER IDENTIFICATION NUMBER: 81-4851793  
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE  
CINCINNATI OH 45999-0023



EXPLORIS SCHOOL FOUNDATION  
401 HILLSBOROUGH ST  
RALEIGH, NC 27603



INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **JUL 13 2017**  
EXPLORIS SCHOOL FOUNDATION  
C/O STUART LAW FIRM PLLC  
THERESA S DEW  
1033 WADE AVE STE 202  
RALEIGH, NC 27605

Employer Identification Number:  
81-4851793  
DLN:  
17053137317017  
Contact Person:  
CARLY D YOUNG ID# 31494  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
June 30  
Public Charity Status:  
509(a)(2)  
Form 990/990-EZ/990-N Required:  
Yes  
Effective Date of Exemption:  
January 4, 2017  
Contribution Deductibility:  
Yes  
Addendum Applies:  
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to [www.irs.gov/charities](http://www.irs.gov/charities). Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 947

EXPLORIS SCHOOL FOUNDATION

We sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

*Stephen A. Martin*

Director, Exempt Organizations  
Rulings and Agreements