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Articles of Incorporation for a Nonprofit Corporation
 filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is

GOAL Academy

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address

3621 West 73rd Avenue

(Street number and name)

Suite D

Westminster

(City)

CO

(State)

80030

(ZIP/Postal Code)

United States

(Country)

(Province - if applicable)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name

(if an individual)

Hall

(Last)

Eric

(First)

V.

(Middle)

(Suffix)

OR

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Street address

Rothgerger Johnson & Lyons LLP

(Street number and name)

90 South Cascade Avenue, Suite 1100

Colorado Springs

(City)

CO

(State)

80903-1662

(ZIP Code)

Mailing address

(leave blank if same as street address)

_____ (Street number and name or Post Office Box information)

_____ CO _____

(City) (State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name (if an individual) Mestas T. Robert

(Last) (First) (Middle) (Suffix)

OR

(if an entity) _____

(Caution: Do not provide both an individual and an entity name.)

Mailing address 3621 West 73rd Avenue

Suite D (Street number and name or Post Office Box information)

Westminster CO 80030

(City) (State) (ZIP/Postal Code)

_____ United States _____

(Province - if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. (The following statement is adopted by marking the box.)

Provisions regarding the distribution of assets on dissolution are included in an attachment.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____

(mm/dd/yyyy hour:minute am/pm)

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Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

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9. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Weitzel</u>	<u>Adam</u>	<u>L</u>	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>Rothgerber Johnson & Lyons LLP</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>90 South Cascade Avenue, Suite 1100</u>			
<u>Colorado Springs</u>	<u>CO</u>	<u>80903-1662</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
	<u>United States</u>		
<small>(Province – if applicable)</small>	<small>(Country)</small>		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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Click the following links to view attachments

Attachment 1
Article of Incorporation

**ARTICLES OF INCORPORATION
OF
GOAL ACADEMY
A COLORADO NONPROFIT CORPORATION**

INTRODUCTION

WHEREAS, on August 18, 2009, certain individuals (hereinafter referred to as the "unincorporated association members") formed an unincorporated association to operate for charitable and educational purposes, particularly including the operation of a charter school under the name of GOAL Academy (the "charter school"); and

WHEREAS, from and after such date, the unincorporated association has operated the charter school; and

WHEREAS, the unincorporated association members have resolved to continue the operations of GOAL Academy by causing it to be incorporated as a Colorado nonprofit corporation pursuant to the filing of these Articles of Incorporation;

NOW, THEREFORE, pursuant to the Colorado Revised Nonprofit Corporation Act (C.R.S. §7-121-101 et seq., the ("Act")), the natural person identified in Article 12, below, acting as the incorporator on behalf of the unincorporated association members, who have authorized the incorporator to so act, hereby establishes a nonprofit corporation pursuant to the Act and adopts the following Articles of Incorporation ("Articles"):

ARTICLE 1. NAME AND ADDRESS

The name of the corporation is **GOAL Academy** ("Corporation"). The Corporation's principal place of business is 3621 West 73rd Avenue, Suite D, Westminster, Colorado 80030.

ARTICLE 2. REGISTERED AGENT AND ADDRESS

The registered agent of the Corporation is Eric V. Hall, Esq. and the address of the registered office is 90 South Cascade Avenue, Suite 1100, Colorado Springs, Colorado 80903.

ARTICLE 3. DURATION

The Corporation shall have perpetual existence.

ARTICLE 4. PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended (the "**Code**"). Subject to the foregoing, the purposes and objectives of the Corporation shall include, but are not limited to, the following:

To prepare a diverse cross section of Colorado's children for success as young scholars, citizens of the world, and community leaders by providing them with an ambitious academic program in a supportive and challenging learning environment by organizing and operating an on-line public charter high school dedicated to giving students a flexible learning environment.

ARTICLE 5. POWERS

5.1 **General Powers**. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 5.2, below, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, firms, agencies or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

5.2 **Restrictions on Powers**. Notwithstanding the foregoing, the following restrictions shall exist upon the powers of the board of directors, officers and others:

(a) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as may be specifically allowed by Section 501(h) of the Code.

(b) The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, and the Corporation shall not engage in campaign activity or the making of political contributions.

(c) These Articles specifically prohibit any grants or loans to any member of the board of directors or officers of the Corporation.

(d) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any other individual, taxable corporation, or person shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(e) No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private

shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

(f) Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities ("**Net Assets**") shall be paid over or transferred to one or more organizations that are organized and operated exclusively for education purposes as described in Section 501(c)(3) of the Code at the time of any distribution, or if so required by the chartering authority, as a condition of its grant of authority to operate a Colorado charter school, such assets shall be distributed to such chartering authority.

(g) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. It is anticipated that the Corporation shall be classified as other than a "private foundation" pursuant to Section 509(a)(2) of the Code; however, during any period of time in which the Corporation is a "private foundation" as defined in Section 509(a) of the Code:

(i) The Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4941 of the Code;

(ii) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by Section 4942 of the Code;

(iii) The Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943 of the Code;

(iv) The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944 of the Code; and

(v) The Corporation shall not make any "taxable expenditure," as defined in Section 4945(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4945 of the Code.

ARTICLE 6. NO MEMBERS OR SHARES

6.1 **No Members.** The Corporation shall have no voting members. The Corporation may have such nonvoting members, with such rights and privileges, if any, as shall be determined according to the Bylaws of the Corporation from time to time in force.

6.2 **No Shares.** The Corporation shall have no capital shares.

ARTICLE 7. BOARD OF DIRECTORS

7.1 **Powers, Number, Terms and Election.** The governance of the affairs of the Corporation shall be vested in a board of directors, except as otherwise provided in the Act, these Articles, or the Bylaws of the Corporation. The number of directors, their classifications, their terms of office, and the manner of their election or appointment shall be determined according to the Bylaws of the Corporation from time to time in force.

7.2 **Liability of Directors.** No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the Corporation for monetary damages for the following:

- (a) any breach of such director's duty of loyalty to the Corporation;
- (b) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) acts specified in C.R.S. Section 7-24-111, as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the Corporation to any director or officer of the Corporation); or
- (d) any transaction from which such director derived an improper personal benefit.

If the Act is subsequently amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Act. Any repeal or modification of this Section 7.2 shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 8. INDEMNIFICATION

8.1 **No Limitation on Indemnification.** Nothing in these Articles shall be construed to limit or restrict the ability of the Corporation:

(a) to indemnify its officers, directors, employees, fiduciaries, or agents against liabilities asserted against or incurred by such officers, directors, employees, fiduciaries, or agents for actions taken by (or omissions of) such persons in such capacities.

(b) to advance the counsel fees of its officers, directors, employees, fiduciaries, or agents incurred in defending liabilities asserted against or incurred by such officers, directors, employees, fiduciaries, or agents for actions taken by (or omissions of) such persons in such capacities.

8.2 **Procedures for Indemnification.** Except as set forth in the Act or as set forth in the Bylaws of the Corporation, indemnification of officers, directors, employees, fiduciaries, or agents shall not be mandatory. Indemnification, when permissive under the Act shall be granted as set forth from time to time in the Bylaws of the Corporation.

ARTICLE 9. BYLAWS

The Corporation's board of directors shall have authority to adopt the Bylaws of the Corporation. Except to the extent otherwise provided in the Bylaws, the board of directors shall have the power to alter, amend, or repeal the Bylaws from time to time in force and to adopt new Bylaws. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with law or these Articles, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any director or officer of the Corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE 10. AMENDMENTS

Any amendment to these Articles shall be made by the adoption of such amendment at a meeting of the board of directors upon receiving the vote of a majority of the directors in office.

ARTICLE 11. DISSOLUTION

11.1 **General.** The Corporation may be dissolved as provided by Colorado law for the dissolution of nonprofit corporations.

11.2 **Assets.** Upon dissolution, the Net Assets of the Corporation must be distributed subject to the restrictions set forth in Section 5.2(f).

ARTICLE 12. INCORPORATOR

The name and address of the incorporator is:

Dr. T. Robert Mestas
3621 West 73rd Avenue, Suite D
Westminster, Colorado 80030

ARTICLE 13. DELIVERY

The name and mailing address of any the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is:

Eric V. Hall, Esq.
Rothgerber Johnson & Lyons LLP
90 South Cascade Avenue, Suite 1100
Colorado Springs, CO 80903-1662
719.386.3000