

ARTICLES OF INCORPORATION
OF
INNOVATIVE QUALITY CHARTER SCHOOLS

The undersigned incorporators, all natural persons 18 years of age or older, in order to form a corporate entity under the provision of Minnesota Statutes Chapter 317A, Minnesota Statutes, adopts the following Articles of Incorporation:

ARTICLE I
NAME/REGISTERED OFFICE

The name of this Corporation shall be: Innovative Quality Schools Authorizer (the “Corporation”), located at 351 East Kellogg Boulevard, St. Paul, Minnesota 55101.

ARTICLE II
PURPOSE

This Corporation is organized exclusively for charitable purposes, more specifically to (i) perform the duties of an authorizer of chartered schools as defined in Minnesota Statutes section 124.D10 et seq; and, (ii) to encourage the development of new and different models of public schools. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the “Code”), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Code. All assets and funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III
EXEMPTION REQUIREMENTS

At all times, the following shall operate as conditions restricting the operations and activities of the Corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members, if it has any, or its directors. No part of the net earnings of this corporation shall inure to the benefit of any member, if any, or director of the Corporation, except that reasonable

compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. Such net earnings, if any, of this Corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Code.

ARTICLE IV DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V BOARD OF DIRECTORS

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's bylaws. No director shall have any right, title, or interest in or to any property of the Corporation.

ARTICLE VI PERSONAL LIABILITY

No officer or director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the officer or Directors be subject to the payment of the debts or obligations of this Corporation.

ARTICLE VII DISSOLUTION

At the time of dissolution of the corporation, the board shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all of the assets of the Corporation. In no case shall a disposition be

made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of Code.

ARTICLE VIII

The names of the initial Directors and their respective terms shall be as follows:

<u>Name</u>	<u>Initial Term Expires</u>
Kristin Anderson	2011
Robert Brown	2012
Ed Dirkswager	2010
Dan Mott	2010
Ember Reichgott Junge	2011
Elaine Salinas	2012

The initial terms of the Directors shall expire at the conclusion of the annual meeting to be held in the year indicated, unless earlier removed as provided in the Bylaws.

**ARTICLE IX
INCORPORATORS**

The name and address of the incorporator of this Corporation is:

Daniel C. Mott
200 South 6th Street
Suite 4000
Minneapolis, MN 55402

The undersigned incorporator certifies that they execute these Articles of Incorporation for the purpose herein stated.

Dated: July 1, 2009

Daniel C. Mott, Incorporator