



# NORTH CAROLINA

## Department of the Secretary of State

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**To all whom these presents shall come, Greetings:**

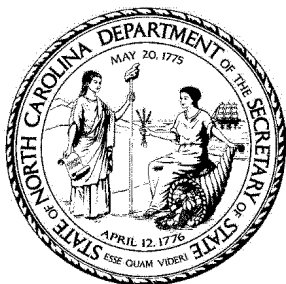
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

### DIGILEARN: DIGITAL LEARNING INSTITUTE

the original of which was filed in this office on the 20th day of February, 2013.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of February, 2013.

*Elaine F. Marshall*

**Secretary of State**

## Articles of Incorporation

of

DigiLEARN: Digital Learning Institute

A NORTH CAROLINA NON-PROFIT CORPORATION

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

## ARTICLE 1

The name of the corporation is **DigiLEARN: Digital Learning Institute**.

## ARTICLE 2

The period of duration of the corporation shall be perpetual.

## ARTICLE 3

The corporation is organized and shall be operated exclusively for charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and Chapter 55A of the General Statutes of North Carolina, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (herein the "Code") (or the corresponding provisions of any future United States Internal Revenue Code).

The corporation will work with universities, community colleges, education organizations, education researchers, public school systems, business leaders, technology developers, and other interested parties across the nation to develop public policies, creative approaches and new technologies to help public schools transform and dramatically improve public education in the United States.

In furtherance thereof the corporation may receive property by gift, devise or bequest, invest or reinvest the same and apply the income and principal thereof as the board of directors may from time to time determine in support of the corporation's purposes and the corporation shall have all the general powers enumerated in Chapter 55A of the North Carolina General Statutes as now in effect or as may hereafter be amended together with the power to solicit grants and contributions for such purposes.

## ARTICLE 4

The corporation shall have no members and shall issue no stock.

## ARTICLE 5

The affairs of the corporation shall be managed by the board of directors. The sole incorporator by resolution shall elect the initial board of directors and complete the organization of the corporation.

## ARTICLE 6

The initial principal office and the initial registered office of the corporation shall be 731 Parkham Lane, Wake County, Raleigh, NC 27603 and the registered agent at that address shall be Myra Best.

## ARTICLE 7

The name and address of the incorporator is:

William G. Hancock  
Office Address: 220 Fayetteville Street, Third Floor  
Raleigh, NC 27601  
Mail Address: P. O. Box 911  
Raleigh, NC 27602  
Telephone: 919-755-0025

## ARTICLE 8

No part of the net earnings of the corporation shall inure to the benefit of the directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements on behalf of the corporation) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE 9

Upon dissolution of the corporation, its assets shall be distributed for one or more

exempt purposes to an organization that is an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of Wake County, North Carolina 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 10

The board of directors may provide in the bylaws of the corporation that the corporation shall indemnify its current and former directors, officers, employees and agents against expenses and liabilities incurred as a result of actual or threatened litigation arising from the performance of their official duties. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such directors, officers, employees or agents may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

#### ARTICLE 11

The private property of the officers and directors of the corporation shall not be subject to payment of corporate debts to any extent whatever.

#### ARTICLE 12

These Articles of Incorporation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has signed and acknowledged these Articles of Incorporation this 19<sup>th</sup> day of February, 2013.



William G. Hancock, Incorporator