

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**21<sup>ST</sup> CENTURY CHARTER SCHOOL AT GARY, INC.**

The undersigned officer of 21<sup>st</sup> Century Charter School at Gary, Inc. (the “Corporation”), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), hereby executes the following Amended and Restated Articles of Incorporation (the “Articles”), which supersede and take the place of the previously existing articles of the Corporation and all previous amendments thereto:

**ARTICLE I**  
**Name**

The name of the Corporation is 21<sup>st</sup> Century Charter School at Gary, Inc.

**ARTICLE II**  
**Purposes**

The Corporation is a public benefit corporation that shall be organized and operated exclusively to support, benefit, perform, and carry out the educational, charitable, and exempt purposes of GEO Academies, Inc. (the “Supported Organization”), as such purposes 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, but not be limited to, operating one or more charter schools pursuant to Indiana Code, Title 20, Articles 24, or corresponding provisions of any subsequent Indiana statutes governing charter schools.

**ARTICLE III**  
**Powers**

Notwithstanding any other provision of these Articles, 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  
Registered Agent and Registered Office

Section 1. The name, address, and email address of the Corporation's registered agent at the time of adoption of these Articles are Dana L. Teasley, 3145 N. Meridian St., Indianapolis, Indiana, 46208, and dteasley@geoacademies.org.

Section 2. The street address of the Corporation's registered office at the time of adoption of these Articles is 3145 N. Meridian St., Indianapolis, Indiana, 46208.

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 of the Incorporator of the Corporation was Kevin Teasley, and the address of such Incorporator was 302 S. Meridian St., #201, Indianapolis, Indiana, 46225.

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) and no greater than eleven (11). Each of the directors of the Corporation shall be appointed in the manner and for the terms specified in or fixed in accordance with the Bylaws of the Corporation; provided, however, that at all times each of the Corporation's directors shall be appointed by the Supported Organization or by an authorized officer of the Supported Organization.

ARTICLE IX  
No Private Inurement

No part of the net income or net earnings of the Corporation may inure to the benefit of any directors, employees, or any other individual, partnership, estate, trust, or corporation with a personal or private interest in the Corporation. The Corporation shall not lend any of its assets to or guarantee the obligation of any officer, director, or employee of the Corporation, or a family member of such an individual. Nothing herein shall be construed to prohibit the payment of reasonable compensation to any individual for services rendered by such an individual to the Corporation.

ARTICLE X  
Regulation of Corporate Affairs

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

Section 1. The Corporation shall admit to the charter school or schools that it operates (the “School”) 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 School. The Corporation and the School 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 School-administered programs.

Section 2. The Corporation shall comply with all Indiana laws applicable to charter schools, as applicable, 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 20-24-6 (employment of teachers and other personnel in charter schools);
- (d) IC 20-24-8-5 (statutes applicable to charter schools);
- (e) IC 20-25.7-4-10 (public meeting requirements); and
- (f) IC 20-28-11.5 (staff performance evaluations).

Section 3. Notwithstanding any other provision of these Articles, 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, 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. 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 6. 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 7. Subject to the provisions of these Articles 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 8. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested exclusively in its Board of Directors; provided, however, that amendments to the Bylaws shall require the approval of the Supported Organization.

Section 9. The power to amend these Articles shall be vested exclusively in the Board of Directors of the Corporation; provided, however that amendments to these Articles shall require the approval of the Supported Organization.

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, 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 an Executive Committee such other committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

## ARTICLE XI

### 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 requirements, to the Supported Organization or to one or more other organizations that have been selected by the Board

of Directors of the Corporation, are organized and operated for purposes substantially the same as those of the Corporation, and are exempt from the payment of federal income tax under Code section 501(c)(3). Notwithstanding any other provision of these Articles, upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

*[Signature page to follow.]*

IN WITNESS WHEREOF, the undersigned officer of the Corporation hereby presents these Amended and Restated Articles of Incorporation to the Secretary of State of the State of Indiana for filing and verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

By: \_\_\_\_\_

Printed: \_\_\_\_\_

Title: \_\_\_\_\_