

ARTICLES OF INCORPORATION

**ARTICLES OF INCORPORATION
OF
American Academy of Innovation**

We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Utah Non-Profit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for American Academy of Innovation:

Article I

The name of the corporation is American Academy of Innovation.

**Article II
DURATION**

The period of duration of American Academy of Innovation is perpetual.

**Article III
PURPOSE**

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah
- (b) To provide educational services to students in the Salt Lake County area as a public charter school.
- (c) To help prepare students to be successful in the international community.
- (d) To collaborate with other schools in the United States and other countries with the intention to provide scenarios from research to be used in project and problem based learning, as well as to promote student exchange between educational institutions.
- (e) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.
- (f) To solicit and receive contributions, borrow money, purchase, own and sell real and personal property, to make contracts, and to engage in any activity "in furtherance of, incidental to, or connected with the furtherance of the corporation's goals, namely the creation and operation of a public charter school."
- (g) This organization is organized exclusively for charitable purpose within the meaning of section 501(c)(3) of the Internal Revenue Code.
- (h) Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.
- (i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

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To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah

To provide educational services to students in the Salt Lake County area as a public charter school.

To help prepare students to be successful in the international community.

To collaborate with other schools in the United States and other countries with the intention to provide scenarios from research to be used in project and problem based learning, as well as to promote student exchange between educational institutions.

To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

To solicit and receive contributions, borrow money, purchase, own and sell real and personal property, to make contracts, and to engage in any activity "in furtherance of, incidental to, or connected with the furtherance of the corporation's goals, namely the creation and operation of a public charter school."

This organization is organized exclusively for charitable purpose within the meaning of section 501(c)(3) of the Internal Revenue Code.

Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section. Neither the chartering entity nor the state, including an agency of the state, is liable for the debts or financial obligations of the organization or persons or entities that operate the charter school.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

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) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;

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 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

Article IV

MEMBERS

The corporation shall not have any members.

Article V

BY-LAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws.

Article VI

DIRECTORS

The number of directors of American Academy of Innovation, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the By-Laws of American Academy of Innovation. Each Director shall hold office until such time as the Director resigns, is replaced by the remaining

Directors or by election, has reached such term limitations as may be imposed by the By-laws or is removed by the school's authorizer pursuant to a Charter School Operating Agreement.

Article VII INCORPORATORS

The names and addresses of the incorporators are:

German M. Lopez de la Madrid, with address at 5806 West Copper Stone Drive, South Jordan, Utah 84095.

Shane T. Clark, with address at 5831 West, Copper Stone Drive, South Jordan, Utah 84095.

Rodayne Esmay, with address at 11629 South, Sunny Stone Dr. South Jordan, Utah 84095

Kevin Robison, with address at 4432 Silent Rain Dr. South Jordan, Utah 84095.

Ann Sharp with address at 5798 W. Drive, South Jordan, Utah 84095.

Article VIII REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office shall be:

5806 West Copper Stone Drive, South Jordan, Utah 84095.

Such office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation.

The corporations initial registered agent at such address shall be:

German M. Lopez de la Madrid

I hereby acknowledge and accept appointment as corporate registered agent.

Article IX PRINCIPAL PLACE OF BUSINESS

The principal place of business of American Academy of Innovation is at 5806 West Copper Stone Drive, South Jordan, Utah 84095.

ARTICLE X AMENDMENT

These Articles may be amended from time to time, in whole or in part, by the affirmative vote of two-thirds (2/3) of the Directors; provided that no amendment that diminishes the rights of USCSB shall be adopted without the approval of USCSB. Any such amendments shall be consistent with the corporation's status as a tax exempt organization under Internal Revenue Code Section 501(c)(3).

In Witness Whereof, We, have executed these Articles of Incorporation in duplicate this eleventh day of March 2014, and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

German M. Lopez de la Madrid
NAME OF INCORPORATOR

BYLAWS

BYLAWS OF AMERICAN ACADEMY OF INNOVATION

ARTICLE I ORGANIZATION

1. The name of the organization shall be American Academy of Innovation.
2. The organization shall not have a seal but may design a logo.
3. The organization may at its pleasure by a vote of the Board of Trustees change its name with a 2/3rds vote, pending approval from the authorizer.

ARTICLE II PURPOSES

American Academy of Innovation, a Charter School, has been formed, and established to provide public education pursuant to Utah Charter School laws.

ARTICLE III GOVERNANCE

American Academy of Innovation shall be governed by the Board of Trustees. All procedures; rights and duties for the proper operation of the Board of Trustees are outlined by the Board of Trustees. The duties, rights, responsibilities and authority of the Board of Trustees are as found in the charter and as outlined below. All governance of the school will be consistent with applicable state and federal law.

ARTICLE IV BOARD OF TRUSTEES

The Board of Trustees shall govern American Academy of Innovation. The total number of members shall be at least five and shall not exceed nine. The Board of Trustees shall be made up of the Trustees at the time of the adoption of these Bylaws and other members appointed consistent with these Bylaws. The initial trustees at the time of incorporation shall serve staggered terms, with equal an equal number of members having terms that expire one, two, and three years from the date of incorporation. Trustees who take or are re-appointed after the date of incorporation shall hold office until such time as the member resigns or is removed consistent with these bylaws, or has completed a term of three years.

The Board of Trustees shall have the governance and oversight of the affairs and business of American Academy of Innovation. Such Board of Trustees shall only act in the name of the organization when it shall be regularly convened after due notice to the public of such meeting. The Board shall decide organizational matters only at properly noticed public meetings of the Board where a quorum of the Board is participating and only by a majority vote of the Board members.

A majority of the members of the Board of Trustees shall constitute a quorum and the meetings of the Board of Trustees shall be held not less than quarterly on a schedule adopted by the Board of Trustees. The Board of Trustees may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

A member may be removed when sufficient cause exists for such removal and by two-thirds (2/3) vote of the remaining members. The Board of Trustees may entertain charges against any member. At any hearing for removal, the accused member may be represented by counsel. The Board of Trustees shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of American Academy of Innovation.

The Board of Trustees shall select from one of their members a Chair. The Chair shall preside at all meetings and prepare the agenda for each meeting. The Chair will be chosen by the majority vote of the Board of Trustees. She/he shall be one of the officers who may sign the checks or drafts of the organization.

The Board of Trustees may select from one of their members a Vice Chair. The Vice Chair shall, in the event of the absence or inability of the Chair, become acting Chair of American Academy of Innovation with all the rights, privileges and powers associated with that office.

The Board of Trustees shall select from one of their members a secretary. The Secretary shall keep the minutes and records of the organization. It shall be his or her duty to file any certificate required by any statute, federal or state. She/he shall give and serve all notices to members of American Academy of Innovation. She/he shall be the official custodian of the records of American Academy of Innovation. She/he may be one of the officers required to sign the checks and drafts of the organization. She/he shall submit to the Board of Trustees any communications, which shall be addressed to him or her as Secretary of the organization. She/he shall exercise all duties incident to the office of Secretary.

Board of Trustees shall select from one of their members a Treasurer. The Treasurer shall ensure the individuals or organizations that manage and have control and custody of the monies belonging to the organization. She/he shall be one of the officers who shall sign checks or drafts of the organization. She/he shall exercise all duties incident to the office of Treasurer.

The Board of Trustees shall authorize the hiring and fix the compensation of the School Executive Director or Charter Management Organization. The Executive Director or Charter Management Organization shall authorize the hiring and set the compensation of all other employees.

ARTICLE V COMMITTEES

The Board of Trustees may appoint all committees of American Academy of Innovation. Committees have no authority except those specifically delegated to them in action by the Board.

ARTICLE VI INDEMNIFICATION

American Academy of Innovation shall indemnify any and all persons who may serve or who have served at any time as members or officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, Board of Trustees fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been members or officers, except in relation to matters as to which any such member or officer or former member or officer shall be adjudged in any action, suit, or proceeding to be liable for his or her own negligence or misconduct in the performance of his or her duty. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof may be paid by American Academy of Innovation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the Board of Trustees to repay such amount unless it shall ultimately be determined that he or he/she is entitled to be indemnified by American Academy of Innovation. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members, or otherwise.

ARTICLE VII AMENDMENTS

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the Board of Trustees, pending approval from the authorizer.

In all cases, these Bylaws shall be compliant with Utah and Federal statutes and rules governing Charter Schools. In cases of any current or future conflict, the statute or rule shall govern.

MINUTES OF THE MEETING WHEN ORGANIZING DOCUMENTS WERE FORMALLY ADOPTED



Meeting took place on August 6th, 2014, 7:00 PM

At 5806 West Copper Stone Dr. South Jordan Utah 84095

Board members were invited to attend the meeting with two weeks' notice and reminders were sent via e-mail, text and phone calls

Attendees

Ann Sharp, German Lopez, Kevin Robison and Mitzi Fretz. Rodayne Esmay, Shane Clark and Alfonso Flores approved the minutes after the meeting. **Scribe** German Lopez

Agenda