

ARTICLES OF INCORPORATION
OF
IOWA ACADEMY OF EDUCATION

TO THE SECRETARY OF STATE OF THE STATE OF IOWA

The undersigned, acting as incorporator of a corporation organized under the Iowa Nonprofit Corporation Act, Chapter 504A of the 2007 Code of Iowa, as amended, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

1.01 The name of the Corporation is Iowa Academy of Education.

ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT

2.01 The address of the Registered Office of the Corporation is Iowa Academy of Education, University of Iowa, 210 Lindquist Center, Iowa City, Iowa 52242, the name of its initial Registered Agent at such address is David A. Jepsen.

ARTICLE III
OBJECTS AND PURPOSES

3.01 The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2006, as revised, and to promote and advance such purposes by any activity in which a nonprofit corporation organized under the Iowa Non Profit Corporation Act may engage, exclusively, either directly or by engaging in activities that support or benefit one or more supported organizations as permitted under Section 509(a)(3) of the Code.

3.02 Without limiting the generality of the foregoing, the principal purpose of the Corporation shall be to engaged in activities to:

- a. Provide statewide leadership in identifying both immediate and long-range education issues for which a knowledge base is needed.
- b. Collect, analyze, and disseminate education information generated in other states and countries as well as in this state.
- c. Make the results of research available in forms that are most useful to practitioners and policymakers.

ARTICLE IV DISCRIMINATION POLICY

4.01 The Corporation shall not discriminate against any person on the basis of race, gender, religion, national origin or sexual orientation.

ARTICLE V CONDUCT OF BUSINESS

5.01 The affairs of and business of the Corporation shall be managed and conducted by the Board of Directors. The number of members of the Board of Directors shall be fixed by the Corporate Constitution.

ARTICLE VI NONLIABILITY/INDEMNIFICATION

6.01 No director, officer, employee or member of the corporation shall as such, be liable on its debts or obligations and no director, officer, member or other volunteer shall be personally liable as such, for any claim based upon an act or omission of such person performed in the discharge of such persons' duties except (1) for any breach of the duty of loyalty to the Corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (3) for any transactions from which such person derive an improper personal benefit.

6.02 Except for any prohibition against indemnification specifically set forth in the Corporate Constitution or in Chapter 504A, Code of Iowa, at the time indemnification is sought, this Corporation shall indemnify any person who is or was a director, officer, employee, member or volunteer of this Corporation, or any such person who), while a director, officer, employee, member or volunteer of this Corporation, is serving or has served, at the request of this Corporation, as a director, officer, partner, member, manager, trustee, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, other enterprise, or employee benefit plan to the fullest extent possible, against expenses, including attorney fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, member, or volunteer of this Corporation, or as a director, officer, partner trustee, employee, or agent of such other corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (1) to a breach of such persons duty of loyalty-to the Corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing -violation of the law, or (3) for any transaction from which such person derived an improper personal benefit. The foregoing right of indemnification shall also inure to the benefit of any such indemnified person's heirs, executors, personal representatives, and administrators.

ARTICLE VII
CORPORATE SEAL

7.01 The Corporation shall have no corporate seal.

ARTICLE VIII
CORPORATE PERIOD

8.01 The corporate period shall be perpetual unless the Corporation is sooner dissolved or terminated as otherwise provided by law.

ARTICLE IX
BYLAWS

9.01 The Board of Directors of the Corporation shall adopt Corporate Constitution not inconsistent with these Articles.

ARTICLE X
ACTIVITIES/POWERS

10.01 No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to, its members, directors, officers, or other private person, except that the Corporation shall be authorized and have power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the - Corporation shall not carry on any other activities not permitted to be carried on by: (a) A corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); (b) A Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

10.02 Except as otherwise provided herein, the Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which the Corporation may be organized under the provisions of the Iowa Nonprofit Corporation Act, Chapter 504A of the 2007 Code of Iowa, as amended.

ARTICLE XI
DISSOLUTION

11.01 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation to an organization or organizations that qualify for tax exempt status under Section 501 (c) (3) of the Code (or the corresponding provisions of any future United States Internal Revenue law). Any such assets not so disposed of shall be disposed of by the Iowa District Court in and for Johnson exclusively for such purposes or to such organization or organizations as said Court shall determine qualify for tax exempt status under Section 501 (c) (3) of the Code (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XII
INITIAL DIRECTORS

12.01 The initial Board of Directors shall be composed of six (6) members. The names and addresses of them are:

Dr. David A. Jepsen
1014 Marcy Street
Iowa City, IA 52240

George A. Drake

Ann Thompson
N108 Lagomarcino Hall
Iowa State University
Ames, Iowa 50011-3190

Art Neu

Dr. Peter Hlebowitsh
N338B Lindquist Center
University of Iowa
Iowa City, IA 52242

Dr. Thomas Andre
N131 Lagomarcino Hall
Iowa State University
Ames, Iowa 50011-3190

ARTICLE XIII
INCORPORATOR

13.01 The name and address of the incorporator is:

David A. Jepsen
Executive Director
1014 Marcy Street
Iowa City, Iowa 52240

Dated at Iowa City, Johnson County, Iowa, this ____ day of _____, 2007.

David A. Jepsen, Incorporator