

**APPENDIX A**  
**ARTICLES OF INCORPORATION**  
**OF**  
**FOOTHILLS EDUCATION CENTER, INC.**

**I.**

The name of the corporation is Foothills Education Center, Inc.

**II.**

The corporation shall have perpetual duration.

**III.**

The corporation shall be organized pursuant to the Georgia Non-Profit Corporation Code.

**IV.**

The purposes for which the corporation is organized are exclusively educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, and include the operation of a charter school in the State of Georgia.

**V.**

The affairs of the corporation shall be managed by a Board of Directors. The method of election of directors shall be determined by the by-laws of the corporation. The corporation will not have members.

**VI.**

The initial registered office and mailing address of the initial principal office of the corporation is 55 Mary Ellen Court, Danielsville, Georgia 30633. The initial registered agent of the corporation shall be Sherrie Gibney-Sherman. The County of registered office is Madison.

**VII.**

The initial Board of Directors of the corporation shall consist of three members who shall be:

Name

Address

Dr. Allen McCannon

55 Mary Ellen Court  
Danielsville, GA 30633

Dr. April Howard

1660 Winder Highway  
Jefferson, GA 30549

Dr. Phillip Lanoue

240 Mitchell Bridge Road  
Athens, GA 30606

### **VIII.**

The name and address of the Incorporator is Cory O. Kirby, Harben, Hartley & Hawkins, LLP, Wells Fargo Center, Suite 750, 340 Jesse Jewell Parkway, Gainesville, Georgia, 30501.

### **IX.**

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, any members, trustees, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and make payments and distributions in furtherance of the purposes set forth in Article IV hereof. 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. 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 ' 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under ' 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

### **X.**

In the event of dissolution of this corporation, the residual assets, if any, of the corporation will be turned over to one or more educational organizations which themselves are exempt as organizations described in Sections 501(c)(3) or corresponding sections of any future federal tax code, or to the federal, state, or local government for an exclusively public purpose, as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

### **XI.**

The corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property, provided that the objects specified by the testator or donor are within the purposes of the corporation. All such gifts and contributions shall be devoted to the objects and purposes contained in the will or other form of instrument making the gift or donation, to the end that the wishes and directions of the donor shall in all respects be faithfully observed and executed; provided, however, that the corporation shall not accept any contribution which is to be held or used in a manner inconsistent with the purposes and permissible activities of this corporation as set forth in Articles IV and IX hereof.

**XII.**

The corporation shall indemnify all officers and directors of the corporation to the fullest extent permitted by the Georgia Non-Profit Corporation law, as amended from time to time. To the fullest extent permitted by the Georgia Non-Profit Corporation Law, as it now exists or as it may hereafter be amended, no director of the corporation shall be liable to the corporation for monetary damages arising from a breach of duty owed to the corporation. Any repeal or modification of this Article XII shall not adversely affect any right of protection of a director of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This the \_\_\_\_\_ day of \_\_\_\_\_, 2014.

HARBEN, HARTLEY & HAWKINS, LLP

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Cory O. Kirby

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