

**ARTICLES OF INCORPORATION OF
JEFFERSON ACADEMY**

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SECRETARY OF
STATE OF COLO

The undersigned person of the age of eighteen years or more, acting as the incorporator of a corporation under the Colorado Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is Jefferson Academy.

ARTICLE II.

A. The corporation is organized in accordance with the laws of the State of Colorado and, specifically, the Colorado Nonprofit Corporation Act. This corporation is not organized for profit and is a corporation organized and operated exclusively for educational purposes. This corporation is organized to operate a charter school pursuant to the Colorado Charter School Act.

B. No part of the accumulations, gains, profits or net earnings shall inure to the benefit of any person or individual, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse reasonable expenses incurred. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office or in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 as now in effect or as subsequently amended (the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code.

ARTICLE III.

The period of duration of the corporation shall be perpetual.

ARTICLE IV.

The corporation shall have members. Each parent or legal guardian of a child enrolled in Jefferson Academy Charter School shall be a member of the corporation. Such membership shall terminate when the child ceases to be enrolled in the school.

ARTICLE V.

The corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of

Colorado, except as expressly provided in these Articles. In addition, the corporation may do everything necessary, suitable or proper to the accomplishment of any of its corporate purposes. The corporation may conduct part or all of its business in any other part of Colorado, of the United States or the world and may hold, purchase, lease and convey real and personal property in any of such places.

ARTICLE VI.

A. All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under Section 4942 of the Code.

B. The corporation shall not (i) engage in any self-dealing (as defined in Section 4941(d) of the Code); (ii) return any excess business holdings (as defined in Section 4943(c) of the Code); (iii) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (iv) made any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE VII.

A. The business and affairs of the corporation shall be managed by a board of directors which, except for the initial board of directors, shall be elected as provided in the bylaws.

B. The initial board of directors shall consist of the following five persons who shall serve until the second annual meeting of the board of directors and until their successors are elected:

Name	Address
Barry Arrington	5622 Tabor Court Arvada, Colorado 80002
Denise Mund	6560 Independence Way Arvada, Colorado 80004
Steve Woodworth	6199 Dudley Court Arvada, Colorado 80004
John Correa	7620 Deframe Street Arvada, Colorado 80005
Sonja Netzer	7655 N. Queen Street Arvada, Colorado 80005

C. The number of directors may be increased or decreased (but not to less than one) from time to time in accordance with law and with the bylaws of the corporation, but no decrease shall have the effect of shortening the term of an incumbent director.

ARTICLE VIII.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose, if: (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IX.

No director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by the Colorado Nonprofit Corporation Act, as amended.

ARTICLE X.

A. The corporation shall indemnify, to the extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expenses arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the corporation. The corporation shall further have the authority to the full extent permitted by law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.

B. In no case, however, shall the corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times, no payment shall be made under this Article

X if such payment would constitute any act of self-dealing (as defined in Section 4941(d) of the Code) or a taxable expenditure (as defined in Section 4945(d) of the Code).

ARTICLE XI.

A. The corporation may be dissolved by a two-thirds (2/3) vote of the directors of the corporation.

B. All of the property and assets of the corporation of every kind whatsoever are irrevocably dedicated to the educational and charitable purposes. Any assets remaining upon dissolution after the payment of all debts, claims, and obligations of the corporation shall be distributed as the board of directors shall determine to one or more institutions, organizations, corporation or foundations which are qualified as exempt organizations under Section 501(c) (3) of the Code.

ARTICLE XII.

The articles of incorporation may be altered, amended or repealed with the approval of a majority vote of the directors for the corporation in office.

ARTICLE XIII.

The initial registered office for the corporation shall be 5622 Tabor Court, Arvada, Colorado 80002, and the initial registered agent at such address shall be Barry Arrington.

ARTICLE XIV.

The name and address of the incorporator is:

Barry K. Arrington

7985 Vance Drive, Suite 301
Arvada, Colorado 80003

Executed this 17th day of May, 1994.


Barry K. Arrington

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 17th day of May, 1994,
by Barry K. Arrington.

Witness my hand and official seal.

My commission expires. My Commission Expires Dec. 3, 1997

Sybilmon
Notary Public

**ARTICLE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
JEFFERSON ACADEMY**

RECEIVED
1994 MAY 23 PM 1:31
SECRETARY OF STATE
STATE OF COLORADO

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Jefferson Academy.

SECOND: The following amendments of the Articles of Incorporation was adopted on the 19th day of May, 1994, in the manner prescribed by the Colorado Nonprofit Corporation Act. There are no members, and the amendments received the vote of a majority of the directors in office.

THIRD: The amendments are as follows:

1. Article XI, Subsection B is deleted in its entirety and replaced with the following:

B. All of the property and assets of the corporation of every kind whatsoever are irrevocably dedicated to the educational and charitable purposes. Any assets remaining upon dissolution after the payment of all debts, claims, and obligations of the corporation (including any obligation to return any restricted grants to donors or grantors) shall be conveyed to Jefferson County School District No. R-1, or its successor.

2. Article VI, Subsection B is deleted in its entirety.

By: Barry Arrington
Barry Arrington, President

and

By: Denise Mund
Denise Mund, Secretary

Subscribed and sworn to before me this 23 day of May, 1994.



Notary Public

7985 Vance Dr # 205A
ABADA, CO 80003
Address

My commission expires My Commission Expires 10/18/1997