

ARTICLES OF INCORPORATION – DOMESTIC NONPROFIT CORPORATION

To: DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
DISTRICT OF COLUMBIA
P.O. BOX 92300
WASHINGTON, D.C. 20090

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We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporator of a nonprofit corporation under the District of Columbia Nonprofit Corporation Act (D.C. Code § 29-301.01 et seq.)(the “Act”), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is iSchools, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The organization is incorporated as a nonprofit corporation under the Act and is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter referred to as the "Code"), as an international consortium of information schools in institutions of higher education dedicated to advancing the information field in the 21st century through a shared fundamental interest in the relationships between information, people, and technology.

FOURTH: The corporation shall have members who shall be information schools that meet the qualifications for membership and that have such rights and responsibilities as set forth in its Charter and Bylaws.

FIFTH: The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE THIRD 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 or in opposition to 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 Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

SIXTH: The initial registered agent for the corporation and initial registered office of the corporation is CT Corporation System, 1015 15th Street N.W., Washington, D.C. 20005.

SEVENTH: The corporation is organized on a nonstock basis.

EIGHTH: The names and addresses of the three incorporators are:

NINTH: The Board of Directors, known as the iCaucus, of the corporation shall have the full authority to manage the business of and regulate the affairs of the corporation. The Board of Directors shall be selected pursuant to the processes set forth in the Charter and Bylaws of the corporation. The names and addresses of the initial directors who shall serve on the Board of Directors until the first annual meeting of the corporation or until their successors shall be selected and shall qualify are listed on Exhibit A attached hereto and made a part hereof.

TENTH: Upon the dissolution of the corporation, the iCaucus shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation to one or more organizations which shall at the time qualify as tax exempt under Section 501(c)(3) of the Code or to a governmental unit described in Section 170(c)(1) of the Code as the iCaucus shall determine. Under no circumstances shall any assets be distributed to members, directors, officers or employees of the corporation. Any such assets not so disposed of shall be disposed of by the appropriate court in the District of Columbia in which the principal office of the corporation is then located, exclusively for such purposes or to one or more such organizations, as said court shall determine.

IN TESTIMONY WHEREOF, acknowledging that anyone who makes a false statement can be punished by criminal penalties set forth under District of Columbia Official Code §22-2405, I, the undersigned incorporator, has signed these Articles of Incorporation this ____ day of _____, 2014.

Print Name:

Exhibit A

Names and Addresses of the Initial Board of Directors, known as the iCaucus

