

ARTICLES OF INCORPORATION
Radford City Schools
Partners for Excellence Foundation, Inc.

The undersigned incorporator, pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended, pertaining to non-stock corporations, and pertaining in part to §22.1-212.2:2 of the Code of Virginia (1950), as amended, pertaining to Public School Foundations, hereby adopts the following Articles of Incorporation:

1. The name of the corporation is

RADFORD CITY SCHOOLS PARTNERS FOR EXCELLENCE FOUNDATION, INC.
2. The corporation is not authorized to issue stock and is to have no members. The management of the corporation shall be vested in its board of directors.
3. The board of directors shall be composed of not less than five (5), nor more than nine (9) members. The Superintendent of Schools for Radford City Schools shall serve as a voting director as appointed by the School Board, for a term concurrent with his/her office. All other directors of the corporation shall be appointed by the Radford City School Board.

The initial members of the board of directors shall be five (5) in number, and shall be appointed by the incorporator pursuant to §13.1-822A.2 of the Code of Virginia (1950), as amended.

Directors, with the exception of the initial Board of Directors (as provided in the Bylaws) and the Superintendent of Schools, shall serve a term of three (3) years, and may be elected to a second term. The Superintendent of Schools shall serve at the pleasure of the Radford City School Board.

4. The purpose of the corporation is to support, augment and enhance public education in the Radford City Public Schools. Subject to the limitations contained in the

paragraph immediately following, the corporation may engage in lawful acts in furtherance of that purpose, including but not limited to, from time to time, implementing one or more public/private partnerships to implement “public school improvement projects” (as defined in §22.1-212.2:2 of the Code of Virginia (1950), as amended), as approved by the Radford City School Board.

The corporation is organized as a public charity exclusively for charitable and educational purposes. Anything contained in these Articles of Incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code.

5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, 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 Paragraph 4 of these Articles of Incorporation.

6. No substantial part of the activities of the corporation shall be the carrying on of lobbying activities, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

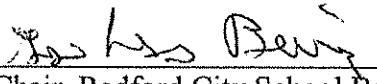
7. The corporation may solicit and receive funds and property by gift, transfer, devise or bequest, or otherwise, and may administer and apply such funds and property only in the furtherance of the purposes set forth in Paragraph 4 of these Articles of Incorporation.

8. The corporation shall indemnify its directors and officers to the fullest extent possible as is provided for in Title 13.1, Chapter 10 of the Code of Virginia, 1950, as amended.

9. The corporation shall have perpetual existence until dissolved in accordance with the provisions of Title 13.1 of the Code of Virginia.

10. Upon the dissolution of the corporation, assets remaining after payment of just debts shall be transferred to and become property of the Radford City School Board, a political subdivision of the Commonwealth of Virginia, to be used for public education purposes.

11. The initial registered agent for the corporation shall be Mandi Montgomery Smith, a resident of Virginia and a member of the Virginia State Bar, whose business address is Post Office Box 108, 25 North Central Avenue, Staunton, Virginia 24401, in the City of Staunton, Virginia, which shall be the initial registered office of the corporation.

 , Incorporator
Chair, Radford City School Board

Date: 09/07/12