

Johnson Elementary Parent Teacher Organization

Articles of Incorporation

Article I. Name

The name of the corporation is Johnson Elementary Parent Teacher Organization (the "Corporation").

Article II. Purpose

The Corporation is organized exclusively for charitable and educational purposes consistent with Section 501(c)(3) of the Internal Revenue Code, with emphasis on providing support for faculty and staff in order to aid every student. The Corporation will strive to facilitate communication among administrators, teachers and parents to foster a sense of unity and common purpose among members of the Johnson Elementary community.

Article III. Distributions

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, 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 Article II 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV. Dissolution

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied and discharged or adequate provisions made therefore, all of the Corporation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article V. Members

The Corporation shall have no members.

Article VI. Directors

6.1 Number. The number of directors shall be fixed in the Bylaws except that at all times there shall be at least 2 "Staff Directors."

6.2 Eligibility. Only parents or legal guardians of current Johnson Elementary School students shall be eligible to serve as directors, except that only members of the administration or staff of Johnson Elementary School shall be eligible to serve as Staff Directors.

6.2 Election and Term. Directors shall be elected by a majority vote of the previous Board of Directors. Each director shall serve for a term of one year or until his or her successor is appointed, or until his or her earlier resignation or removal, at which time the remaining directors shall fill the vacancy. A director appointed to fill a vacancy shall serve the remainder of the original term of the director that is being replaced. If at any time there are no directors serving, the registered agent of the Corporation shall appoint one director who shall then fill all remaining vacancies. No individual shall be named or elected as a director without his or her prior consent. Directors shall be eligible for reelection for as long as they remain eligible to serve as directors.

6.3 Initial Directors. The following persons shall be the initial directors of the Corporation: *Adrienne Dent, Molly Yates, Theresa Murrell-Miller, Camilla Manning, Emily Wong, Michelle Smith, Lisa Woolfork.*

Article VII. Registered Office and Registered Agent

The address of the initial registered office of the Corporation, which is located in the *City of Charlottesville, Virginia, is 420 Park Street, 22902*. The initial registered agent of the Corporation is *C. Connor Crook*, who is a resident of Virginia and member of the Virginia State Bar and whose business office is the same as the registered office of the Corporation.

Article VIII. Limit on Liability and Indemnification

8.1 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Corporation shall not be liable to the Corporation.

8.2 Mandatory Indemnification. The Corporation shall indemnify any individual who is, was or is threatened to be made, a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or of any other legal entity controlled by the Corporation, against all liabilities and reasonable expenses incurred by him or her on account of the proceeding except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Before any indemnification is paid a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a director is permissible, provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it ultimately determined that such individual is not entitled to indemnification. The

Corporation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this Section 8.2.

8.3 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent he is indemnified by another, including an insurer. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

Article IX. Internal Revenue Code

Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law.

Dated: 5.10.12

By: 

C. Connor Crook