

Articles of Incorporation of Elevate Tutoring, Inc.

Article I - Name

The name of the corporation is Elevate Tutoring, Inc. (hereinafter referred to as the "Corporation").

Article II – Duration

The Corporation shall continue in existence perpetually unless dissolved pursuant to law and consistent with the terms of the Bylaws of the Corporation.

Article III - Purposes

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

A. The specific public purposes of the Corporation are:

1. To assist in the advancement and progress of underrepresented and/or underprivileged individuals through tutor training and mentoring,
2. To provide paid tutoring opportunities to trained underrepresented and/or underprivileged individuals,
3. To provide free, high-quality tutoring to financially in-need students,

within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of California, provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

Article IV – Initial Agent

The name and address in the State of California of the Corporation's initial agent for service of process is:

Robert William Schaffer
1116 Sussex Square
Mountain View, CA 94040

Article V – Prohibited Activities

- A. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities 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 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- B. No substantial part of the activities of this Corporation shall consist of carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this Corporation participate in or intervene in any political campaign (including the publishing or distributing of statements) on behalf of (or in opposition to) any candidate for public office.

Article VI – Members

The Corporation shall have no members. In accordance with Section 5310(b) of the California Corporations Code, any action which requires the approval by a majority of all members (Section 5033 of the California Corporations Code) or approval by the members (Section 5034 of the California Corporations Code) shall require only an approval by a majority of the board or an approval of the board, respectively.

Article VII – Distribution and Dissolution

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article VIII – Internal Revenue Code References

All references in these Articles of Incorporation to sections of the United States Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any future United States Internal Revenue Law.

Article IX – Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors and their terms shall be set by the Bylaws of the Corporation.

Article X – Limitation on Liability of Directors

To the fullest extent provided under California Law, the private property of the directors, officers and employees of the Corporation shall not, as such, be liable for the obligations of the Corporation. To the fullest extent provided under California Law, a director of the Corporation shall not be liable to the Corporation or its members for monetary damages for breach of directors duties to the Corporation or its members, except for breaches of the directors' duty of loyalty to the Corporation or its members; acts or omissions not in good faith or that involve intentional conduct of a knowing violation of the law; transactions from which a director derived an improper economic benefit; or conflict of interest transactions, loans or guarantees for directors and officers or unlawful distributions.

Article XI – Indemnification of Officers and Directors

The Corporation may, as appropriate, indemnify its officers, directors, employees or agents, including former officers, directors, employees or agents, to the full extent permitted by law. The Corporation may make any other indemnification which shall be provided for by the Bylaws, by agreement, by vote of the directors, or otherwise, and this Article XI shall not exclude any other right to which such person may be lawfully entitled.

Article XII – Subordinate Corporations

In the case of a subordinate corporation instituted or created under the authority of the Corporation:

- A. The subordinate corporation shall dissolve whenever its charter is surrendered to, taken away by, or revoked by the Corporation.
- B. In the event of its dissolution pursuant to an article provision allowed by subparagraph (A) or in the event of its dissolution for any reason, any assets of the subordinate corporation after compliance with the applicable provisions of Chapters 15 (commencing with Section 6510), 16 (commencing with Section 6610) and 17 (commencing with Section 6710) of the California Corporations Code shall be distributed to the Corporation.

Article XIII – Amendments

These Articles of Incorporation may be amended in the manner authorized by law and the Bylaws of the Corporation at the time of amendment.

Dated: 01/20/2011

Robert W. Schaffer, Incorporator

I hereby declare under penalty of perjury under the laws of California that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Robert W. Schaffer, Incorporator