

NONPROFIT

ARTICLES OF INCORPORATION
OF
EVANGELICAL CHRISTIAN ACADEMY, INC.

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The undersigned as incorporators for a corporation under the Colorado Non-Profit Corporation Act executes these articles of incorporation for the corporation.

ARTICLE I
NAME, DURATION, OFFICE, AGENT AND MEMBERS

- A. The name of the corporation is Evangelical Christian Academy, Inc.
- B. The Corporation shall have a perpetual duration.
- C. The Corporation's initial registered office is 2511 North Logan, Colorado Springs, Colorado 80907.
- D. The Corporation's initial registered agent shall be E. J. Nusbaum at 4775 A Barnes Road, Colorado Springs, Colorado 80917.
- E. The Corporation will have no members.

ARTICLE II
PURPOSES

The Corporation's purposes are:

- A. The purpose of this Evangelical Christian Academy, Inc. is to provide Christ-centered education of high academic quality so that the pupils may be prepared to take an active, vital place in the home, the church, the state and in their future vocations by applying Christian principles in a Biblical manner that is glorifying to God.
- B. Notwithstanding any other purpose or provision in these articles, to be organized and operated at all times exclusively for exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, or a corresponding section of any future federal tax code ("Code").
- C. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefit of trusts and property of any kind or nature whatsoever, without limitation as to the nature or value thereof and to use, disburse or donate the income or principal thereof for the sole and exclusive use and benefit of the Corporation.
- D. To conduct fund-raising activities of every kind and nature and to solicit donations, gifts, grants and other financial aid and assistance for the corporation.

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E. To acquire, own, manage, develop, rehabilitate, sell, lease, encumber, or transfer real or personal property in connection with or incidental to the purposes described above.

F. To participate in charitable arrangements of all kinds, including, without limitation, pooled income funds, charitable gift annuities, charitable remainder annuity trusts, and charitable remainder unitrusts, to the fullest extent permitted by law and to act as trustee, or in any other capacity, with respect to any such arrangement.

G. To do everything necessary or incidental to the purposes described above which are not forbidden by the Colorado Non-Profit Corporation Act, by any other applicable law, or by these articles.

H. The Corporation is irrevocably dedicated to, and operated exclusively for religious, charitable, educational, and non-profit purposes; and no part of the assets of the Corporation shall be distributed to or inure to the benefit of any individual.

ARTICLE III CORPORATE POWERS

A. The Corporation shall have and may exercise every right, power, and privilege now or hereafter conferred upon non-profit corporations organized under the Colorado Non-Profit Corporation Act and the laws of Colorado.

B. The Corporation shall have authority to do whatever is reasonably necessary to accomplish its purposes.

C. The Corporation shall have no power to make a loan to any of its officers.

D. 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 Article II hereof.

E. 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 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 § 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

F. In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed to any individual or organization created or operated for profit or for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed in accordance with the Board's discretion to one or more of these three churches: Grace Presbyterian Church, Presbyterian Church in America, Inc., Village Seven Presbyterian Church, Inc., and Forestgate Presbyterian Church, Inc. At the time of any such distribution the Board shall have discretion to determine the relative amounts of any such distribution to the three churches. None of the three churches shall be eligible to receive any such distribution if it is not, at the time of the distribution, an organization created and operated exclusively for charitable and non-profit purposes consistent with the exempt purposes provided for under § 501(c)(3) of the Internal Revenue Code. If none of the three churches exist at the time of any such distribution, the distribution shall be to an organization or organizations created and operated exclusively for charitable and non-profit purposes similar to those of the Corporation and consistent with the exempt purposes provided for under § 501(c)(3) of the Internal Revenue Code.

ARTICLE IV DIRECTORS

- A. The Corporation's initial director is E.J. Nusbaum.
4775 A BARNES ROAD COLORADO SPRINGS, CO 80917
- B. The number of directors and their duties shall be defined by the bylaws.
- C. The directors shall have the power to adopt and amend bylaws so long as they are not inconsistent with the provisions of these articles and the laws governing them.

ARTICLE V INCORPORATOR

The Corporation's incorporator is L. Martin Nussbaum of Sparks Dix Enoch, P.C., 128 South Tejon Street, Suite 304, P.O. Box 1678, Colorado Springs, Colorado 80901.

ARTICLE VI AMENDMENTS

The board of directors may amend these articles upon a majority vote of the directors in office. Notwithstanding the previous sentence, the board of directors shall have no authority to amend these articles without unanimous approval of the sessions of the sponsoring churches as identified in the bylaws.

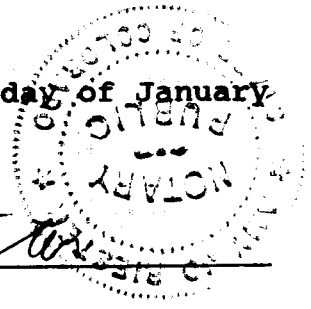
IN WITNESS WHEREOF, the undersigned, being the incorporator designated in these articles, executes these articles of incorporation as of January 10, 1994.

By L. Martin Nussbaum
L. Martin Nussbaum

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

Subscribed and sworn to before me this tenth day of January 1994 by L. Martin Nussbaum.

Amy Jo Priest
Notary Public



My commission expires: 10/9/94

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