

Date: 11/16/2011  
Receipt Number: 3757090  
Amount Paid: \$30.00



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Utah Div. Of Corp. & Comm. Code

## ARTICLES OF INCORPORATION

OF

### LEADERSHIP LEARNING ACADEMY, INC.

The undersigned natural persons over the age of eighteen (18) years, acting as incorporators of a nonprofit corporation under the Utah Revised Nonprofit Corporation Act, adopt the following Articles of Incorporation for said corporation:

#### ARTICLE I NAME

The name of this nonprofit corporation shall be Leadership Learning Academy, Inc.

#### ARTICLE II DURATION

This corporation shall continue in existence perpetually unless dissolved pursuant to law.

#### ARTICLE III PURPOSES

- (1) To operate exclusively as a nonprofit corporation under the laws of the state of Utah.
- (2) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (3) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws (the "Code") and are consistent with those powers described in the Utah Revised Nonprofit Corporation Act, as amended.
- (4) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."
- (5) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein.

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## ARTICLE IV VOTING MEMBERS

This corporation shall not issue shares of stock evidencing membership and shall have no voting members.

## ARTICLE V POWERS

**A. Powers in General.** Subject to the pursuits and objectives declared in Article III and any other limitations herein expressed, this corporation shall have the power to do any and all things which a nonprofit corporation may do under the laws of the State of Utah, including, but not limited to, the following:

(1) To receive, acquire, hold, manage, administer, and expend property and funds for purposes authorized by Section 501(c)(3) of the Code;

(2) To take property and funds by will, gift, or otherwise. The corporation shall not have the power to take or hold property or funds for any purpose other than purposes authorized by Section 501(c)(3) of the Code;

(3) To hold, in its own name and right, real and personal property of every nature and description without limitation as to extent, character or amount, and with all the powers of control, management, investment, change, and disposal incident to the absolute ownership of property or funds by a private person, subject only to the terms of particular trusts and to the general trust that all its properties and funds shall be held for purposes authorized by Section 501(c)(3) of the Code;

(4) To borrow money either upon or without security, giving such promissory notes or other evidences of indebtedness and such pledges, mortgages, or other instruments of hypothecation as it may be advised;

(5) To appoint and pay officers and agents to conduct and administer the affairs of the corporation;

(6) To adopt Bylaws prescribing the duties of the officers and agents of the corporation, the detail of the organization, the time and manner of its meetings, and any and all detail incident to its organization and the efficient conduct and management of its affairs;

(7) To do any and all things which a natural person might do, necessary and desirable for the general purposes for which the corporation is organized;

(8) To receive and use funds obtained from private donations, devises and bequests, and from all lawful sources to be applied for purposes authorized by Section 501(c)(3) of the Code;

(9) No recital, expression or declaration of specific or special powers or purposes hereinabove enumerated shall be deemed exclusive, it being intended that this corporation shall have any and all other powers necessary or incidental to the accomplishment of its objects and purposes and each and all of the powers now conferred or that may hereafter be conferred by the laws of the State of Utah on nonprofit corporations.

**B. Powers Relating to Specific Objects and Purposes.** This corporation shall have the powers necessary or incidental to the carrying on of its objects and purpose.

**C. Restrictions.** Notwithstanding any statement to the contrary in these Articles of Incorporation, no part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any private individual, except that reasonable

compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes; and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as permitted by Section 501 of the Internal Revenue Code of 1986 or corresponding provisions or any subsequent Federal tax laws), and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. This corporation shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the corporation is organized.

#### **ARTICLE VI REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 2421 N. 400 E. #A-6, Ogden, UT 84414. The name of the corporation's initial registered agent at said initial registered office is Chukwuma Uzoh.

#### **ARTICLE VII INCORPORATORS**

The names and addresses of the incorporators are:

Chukwuma Uzoh  
2421 N. 400 E. #A-6  
Ogden, UT 84414

Heidi Bauerle  
2212 W 1125 S  
Syracuse , UT 84075

Tracy Seib  
572 W 2225 S  
Syracuse , UT 84075

Jim Coleman  
302 East 1100 North  
Layton, Utah 84041

Kristen Cornell  
2126 S 830 W  
Syracuse, Utah 84075

## **ARTICLE VIII DIRECTORS**

The number of directors of the corporation shall be no less than five (5) and no more than seven (7), as fixed from time to time pursuant to the provisions of the corporation's Bylaws. The number of directors constituting the present Board of Directors is five (5), and the names and addresses of the persons who are to serve as directors until their successors are selected and qualified are:

Chuma Uzoh  
2421 N. 400 E. #A-6  
Ogden, UT 84414

Heidi Bauerle  
2212 W 1125 S  
Syracuse, UT 84075

Tracy Seib  
572 W 2225 S  
Syracuse, UT 84075

Jim Coleman  
302 East 1100 North  
Layton, Utah 84041

Kristen Cornell  
2126 South 830 West  
Syracuse, Utah 84075

## **ARTICLE IX LIMITATIONS ON LIABILITY**

The directors, officers and employees of the corporation shall not be personally liable in those capacities for the acts, debts, liabilities or obligations of the corporation.

## **ARTICLE X BYLAWS**

Provisions for the regulation and management of the internal affairs of the corporation shall be set forth in the Bylaws.

## **ARTICLE XI AMENDMENT OF ARTICLES OF INCORPORATION**

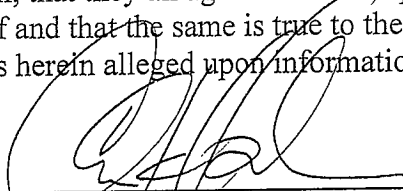
These Articles of Incorporation may be amended at any time in any manner which is permissible under the laws of the State of Utah; provided, however, that these Articles of Incorporation shall in no event be amended in any manner so as to change this corporation from

a nonprofit corporation to a corporation organized or operated for pecuniary profit; nor shall the Articles of Incorporation be amended so as to make the purposes of the corporation inconsistent with the purposes as specified in Article III herein.

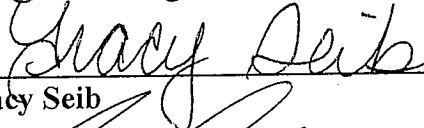
**ARTICLE XII  
DISSOLUTION**

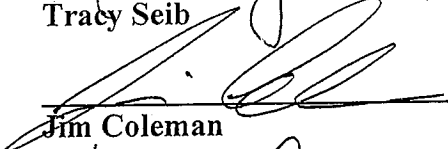
This corporation is one which does not contemplate pecuniary gain or profit to the directors thereof, and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any funds not so disposed of shall be disposed of by the district court 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 that are organized and operated exclusively for such purposes.


In Witness Whereof, the undersigned have executed these Articles of Incorporation this 7<sup>th</sup> day of March 2011, and say: That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; that they all agree to be incorporators and Board members; that they know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

  
\_\_\_\_\_  
**Chuma Uzoh**

  
\_\_\_\_\_  
**Heidi Bauerle**

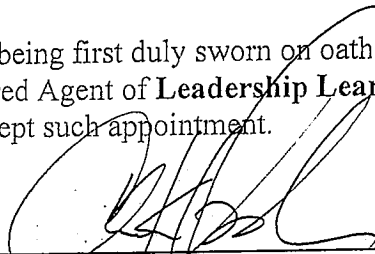
  
\_\_\_\_\_  
**Tracy Seib**

  
\_\_\_\_\_  
**Jim Coleman**

  
\_\_\_\_\_  
**Kristen Cornell**

**ACKNOWLEDGMENT BY REGISTERED AGENT**

The undersigned, **Chukwuma Uzoh**, being first duly sworn on oath deposes and says that he is the person appointed as the Registered Agent of **Leadership Learning Academy, Inc.**, and that he does hereby acknowledge and accept such appointment.



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Chukwuma Uzoh