


PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: <b>Audrey Artis</b> Name <b>8122 Buist Avenue,</b> Address <b>Philadelphia PA 19153</b> City State Zip Code <input type="checkbox"/> Return document by email to:	Articles of Incorporation-NonProfit (15 Pa.C.S.) (rev. 2/2017)  <b>5306</b>
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125.00  I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

Check one:  Domestic Nonprofit Corporation (§ 5306)  Nonprofit Cooperative Corporation (§ 7102B)

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

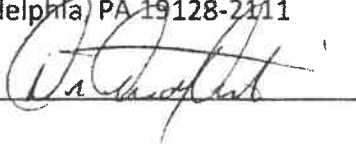
1. The name of the corporation is: <u>YOURpath for Adult Learners</u>
2. Complete part (a) or (b) – not both: (a) The address of this corporation’s current registered office in this Commonwealth is: <i>(post office box alone is not acceptable)</i> <u>701 Cathedral Road, Suite 45-203, Philadelphia PA 19128-2111 Philadelphia</u> Number and Street City State Zip County (b) The name of this corporation’s commercial registered office provider and the county of venue is: c/o: <u>Name of Commercial Registered Office Provider County</u>
3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes. <u>YOURpath for Adult Learners is organized exclusively for educational and charitable purposes, which are to provide (low to free tuition cost) online TABE, GED &amp; HISET preparation courses for adults, seeking to earn the HS Equivalency Diploma.</u>
4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. Check and complete one: <input checked="" type="checkbox"/> The corporation is organized on a non-stock basis. <input type="checkbox"/> The corporation is organized on a stock share basis and the aggregate number of shares authorized is:



**CERTIFICATION**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of YOURpath for Adult Learners were approved by the sole incorporator/member prior to the establishment of the initial board on October 10, 2018 and constitute a complete copy of Articles of Incorporation of YOURpath for Adult Learners.

Dr. Audrey Artis, Ed.D.  
701 Cathedral Road  
Suite 45-203  
Philadelphia, PA 19128-2111

Signature: 

I, Dr. Audrey Artis, Ed.D. agree to be the registered agent for YOURpath for Adult Learners as appointed herein.

Registered Agent: Dr. Audrey Artis, Ed.D.

Date: October 10, 2018

Registered Agent Signature: 

**ARTICLES OF INCORPORATION— NONPROFIT  
YOURPATH FOR ADULT LEARNERS**

**ARTICLE I— NAME**

The name of the organization shall be YOURpath for Adult Learners. The business of the corporation may be conducted as YOURpath for Adult Learners. It shall be a nonprofit organization incorporated under the laws of the State of Pennsylvania.

**ARTICLE II— DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III— PURPOSE & NATURE**

**3.01 Purpose**— YOURpath for Adult Learners is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. YOURpath for Adult Learners' purpose is to:

- Provide (low to free of cost) online GED & HiSET courses for adults, seeking to earn their high school equivalency diploma by passing either the GED or HiSET state exam and earning their high school credential. Adults must reside in a state that offers either the GED or HiSET exam.
- Provide online TABE skills building courses to adult learners that need to build their literacy/numeracy skills in order to pass the GED or HiSET or who are seeking to develop their skills for employment or advanced learning.
- Provide other academic services (e.g. tutoring, group instruction) to help adults master their online coursework in preparation of taking their GED/HiSET state exam.
- Provide adult learners with resources to pursue employment opportunities and/or higher learning (e.g. through college/university and vocational training enrollment).

**3.02 Non-Profit Nature**— YOURpath for Adult Learners is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organization that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or corresponding section of any further federal tax code. No part of the next earnings of YOURpath for Adult Learners shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

YOURpath for Adult Learners is not organized and shall not be operated for the private gain of any person. The property of the organization is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered and make other payments and distributions consistent with these articles.

**3.03 Personal Liability**— No officer, director or member of this corporation shall be personally liable for the debts or obligations of YOURpath for Adult Learners of any nature whatsoever, nor shall any of the property or assets of the officers, directors or members be subject to the payment of the debts or obligations of this corporation.

**3.04 Dissolution**— Upon termination or dissolution of YOURpath for Adult Learners, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c )(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have an educational and charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of YOURpath for Adult Learners shall be selected by the discretion of the incorporator. In the event that there is no qualifying organization known to it which has an educational and charitable purpose, which at least generally, includes a purpose similar to this corporation, then the distribution of its assets shall be distributed to the Treasure of the State of Pennsylvania to be added to the general fund.

**3.05 Prohibited Distributions**— No part of the net earnings, or properties of this corporation, or dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 purpose set forth in Article III, Section 3.01.

**3.06 Restricted Activities**— No substantial part of the corporation's activities shall be the carrying on of propaganda, 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.

**3.07 Prohibited Activities**— Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax as an organization described by Section (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) 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— MEMBERSHIP**

**4.01 Sole Member**— The sole incorporator and founder, Dr. Audrey Artis shall reside as the sole voting member and shall retain the right to elect, remove and replace board members as well as any other rights, involving any final decisions made to the organization.

#### **ARTICLE V— BOARD OF DIRECTORS**

**5.01 Board**— The board is responsible for participating in board meetings to discuss the direction of the organization; and securing revenues for the organization. The board shall have up to four directors. The board may receive a reasonable compensation for service rendered.

**5.02 Term**— All board officers shall serve a one-year term, but are eligible to be re-appointed annually.

**5.03 Meetings and Notice**— The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board officer have written notice at least two weeks in advance.

**5.04 Board Election**— New directors and current directors shall be elected or re-elected by the sole voting member at the last quarterly meeting.

**5.05 Election Procedures**— New directors shall be elected by the majority of directors present at such a meeting with the sole voting member having the final vote. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

**5.06 Quorum**— A quorum must be attended by the sole voting member for business transactions to take place and motions to pass.

**5.07 Officer and Duties**— There may be up to four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-chair shall chair committees on special subjects as designated by the chair.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting

announcements, distributing copies of minutes and the agenda to each board officer, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board officers and the public.

**5.08 Vacancies**— When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board officers two weeks in advance of a board meeting. These nominations shall be sent out to board officers with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board officer's term.

**5.09 Resignation, Termination and Absences**— Resignation from the board must be in writing and received by the secretary and sole voting member. A board officer shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board officer may be removed for other reasons by the sole voting member.

**5.10 Special meetings**— Special meetings of the board shall be called upon by the request of any board officer. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

#### **ARTICLE VI— COMMITTEES**

**5.01 Committee formation**— The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc.

**5.02 Executive Committee**— The board officers and Chief Executive Officer (CEO) shall serve as the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall share powers and authority of the board of directors in the intervals between meetings of the board of directors, and the direction and control of the full board.

**5.03 Finance Committee**— The treasurer is the chair of the Finance Committee, which includes the Chief Executive Officer. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with other board members. The fiscal year shall end on April 30<sup>th</sup> of each year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

#### **ARTICLE VII— DIRECTOR AND STAFF**

**7.01 Executive Director**— The founder serves as the Chief Executive Officer (CEO)/Director. The CEO has day-to-day responsibilities for the organization, including carrying out the

organization's goals and policies. The CEO will attend board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The CEO shall be compensated based on education, experience and similarly held positions in nonprofit organizations. Upon the retirement or resignation of the founder (CEO), the successor will be appointed by the executive committee with the final vote submitted by the sole voting member.

#### **ARTICLE VIII— AMENDMENTS**

**8.01 Amendments**— Any amendment to these Articles of Incorporation may be adopted by the final vote of the sole voting member. Proposed amendments shall be submitted to the secretary to be sent out with regular board announcements.

#### **ARTICLE IX— AMENDMENTS**

**9.01 Corporate Address**—The physical and mailing address of the corporation is:

YOURpath for Adult Learners  
701 Cathedral Road  
Suite 45-203  
Philadelphia, PA 19128-2111.

#### **ARTICLE X— AMENDMENTS**

**10.01 Registered Agent**— The registered agent of the corporation shall be:

Dr. Audrey Artis, Ed.D.  
701 Cathedral Road  
Suite 45-203  
Philadelphia, PA 19128-2111

#### **ARTICLE XI— AMENDMENTS**

**11.01 Incorporator**— The sole incorporator of the corporation is:

Dr. Audrey Artis, Ed.D.  
701 Cathedral Road  
Suite 45-203  
Philadelphia, PA 19128-2111