

State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of EDUCATORS OF AMERICA, INC. was filed on 03/06/2015, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 10th day of March two
thousand and fifteen.*



Executive Deputy Secretary of State

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 9, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CERTIFICATE OF INCORPORATION OF

EDUCATORS OF AMERICA, INC.

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation

EDUCATORS OF AMERICA, INC.

SECOND: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: *(Select one)*

The purpose for which the corporation is formed is any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.

The purpose for which the corporation is formed is any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a non-charitable corporation.

The purpose or purposes for which the corporation is formed are as follows:

EDUCATORS OF AMERICA, INC. is formed for the charitable and educational purposes of organizing teachers and other educators for the sharing best practice, disseminating information, and founding / operating schools for the benefit of school aged students in the United States of America.

FOURTH: *(Check the appropriate statement)*

The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

The corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached.

FIFTH: The corporation is charitable corporation non-charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the corporation is to be located in the County of Erie, State of New York.

SEVENTH: The names and addresses of the three initial directors of the corporation are *(A minimum of three are required)*

Name: Michael Lynch

Address: PO Box 511, Buffalo, NY 14231

Name: Tyler Krempa

Address: PO Box 511, Buffalo, NY 14231

Name: Charles Hathaway

Address: PO Box 511, Buffalo, NY 14231

EIGHTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is

Educators of America, Inc.
PO Box 511
Buffalo, NY 14231

NINTH: *(Optional - Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph.)*

The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in paragraph THIRD.

EDUCATORS OF AMERICA, INC. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of EDUCATORS OF AMERICA, INC. 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 Article Third 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

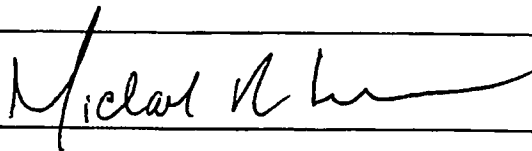
Upon the dissolution of EDUCATORS OF AMERICA, INC., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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.

Incorporator Name: Michael R. Lynch

(Type or Print)

Address: PO Box 511
Buffalo, NY 14231

Signature X



722

CERTIFICATE OF INCORPORATION
OF

EDUCATORS OF AMERICA, INC.

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

FILED BY: Name: Michael R. Lynch

Mailing Address: PO Box 511

City: Buffalo State: NY Zip Code: 14231

10/15/14

NOTE: This sample form is provided by the New York State Department of State Division of Corporations for filing a certificate of incorporation. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Division will accept any other form which complies with the applicable statutory provisions. The Division recommends that this legal document be prepared under the guidance of an attorney. The Division does not provide legal, accounting or tax advice. This certificate must be submitted with a \$75 filing fee made payable to the "Department of State."

For DOS use only

4CC 2GS
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR - 6 2015

TAX S _____
BY: [Signature]