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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The National Center for Academic Transformation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Carol A. Twigg
Name (Printed or typed)

1643 Brickell Avenue, #3804
Address

Miami, FL 33129
City, State & Zip

(305) 856-1680
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION
THE NATIONAL CENTER FOR ACADEMIC TRANSFORMATION, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME/OFFICES/DURATION

The name of this Corporation shall be: The National Center for Academic Transformation, Inc. The principal place of business of the Corporation shall be: 1643 Brickell Avenue, #3804, Miami, Florida 33129. (The mailing address of the Corporation shall be 17 Cramer Path, Gansevoort, New York 12831.) The Corporation's period of duration is perpetual.

ARTICLE II
PURPOSE

This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. This Corporation is organized, and will be operated, exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the Corporation shall (i) serve as a source of expertise and support for those in higher education who wish to take advantage of the capabilities of information technology to transform their academic practices; (ii) support and conduct non-partisan research, education, and informational activities to increase public awareness of the benefits of using information technology in higher education; (iii) collaborate with other associations, organizations or agencies interested in similar and related activities; and (iv) engage in any other related lawful activity in furtherance of items (i) through (iii). All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III
LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. The corporation is not organized for pecuniary profit and is not authorized to issue capital stock. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in

(including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The Corporation shall not lend any of its assets to any officer or Director of this Corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or Director of this Corporation.

ARTICLE IV MEMBERS/DIRECTORS

The Corporation shall have no members. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's by-laws. There shall be at least three (3) Directors. No Director shall have any right, title, or interest in or to any property of the Corporation. The Bylaws shall identify the number and manner of the election and appointment of Directors. The terms of the Directors shall be specified in the Bylaws.

The number of Directors constituting the initial Board of Directors is five (5) and the names and addresses, including street number and zip code, of the persons who are to serve as the initial Directors until successor or additional members of the Board of Directors are elected or appointed pursuant to the Bylaws are:

Peter Ewell

Vice President
National Center for Higher Education Management Systems
P.O. Box 9752
Boulder, Colorado 80301-9752

William H. Graves

Vice Chairman, Collegis, Inc.
Chief Academic Officer
2000 Perimeter Park Drive, Suite 160
Morrisville, NC 27560

Robert C. Heterick, Jr.

234 Craig Drive
Blacksburg, VA 24060

Carol A. Twigg

President and CEO
National Center for Academic Transformation, Inc.
1643 Brickell Avenue, #3804
Miami, FL 33129

Jack M. Wilson
President
The University of Massachusetts
One Beacon Street 26th Floor
Boston, MA 02108

ARTICLE V
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of this Corporation. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VI
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation 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 to a state or local government, for a public purpose as the Board of Directors shall determine.

ARTICLE VII
AMENDMENTS

These Articles may be amended by the majority vote of the Directors of the Corporation.

ARTICLE VIII
PRESIDENT/CEO

The initial President/CEO appointed shall be Carol A. Twigg.

ARTICLE IX
INCORPORATORS

The incorporators of this Corporation are:

Peter Ewell
Vice President
National Center for Higher Education Management Systems
P.O. Box 9752
Boulder, Colorado 80301-9752

Robert C. Heterick, Jr.
234 Craig Drive
Blacksburg, VA 24060

William H. Graves

Vice Chairman, Collegis, Inc.
Chief Academic Officer
2000 Perimeter Park Drive, Suite 160
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Carol A. Twigg

President and CEO
National Center for Academic Transformation, Inc.
1643 Brickell Avenue, #3804
Miami, FL 33129

Jack M. Wilson

President
The University of Massachusetts
One Beacon Street 26th Floor
Boston, MA 02108

ARTICLE X
REGISTERED AGENT

The initial registered office of the corporation is to be located at 1643 Brickell Avenue, #3804, Miami, Florida 33129 and the name of the initial registered agent is Carol A. Twigg.

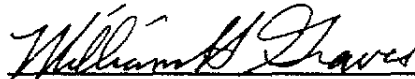
The undersigned incorporators, natural persons 18 years of age or older, in order to form a corporate entity under Florida Statutes, Chapter 617, adopt these articles of Incorporation.

In witness whereof, we have hereunto subscribed our names this 23 day of

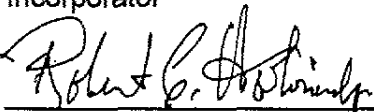
OCTOBER, 2003.



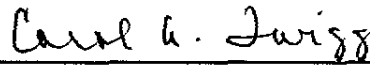
Peter Ewell
Incorporator



William H. Graves
Incorporator



Robert C. Heterick, Jr.
Incorporator



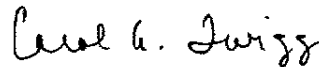
Carol A. Twigg
Incorporator



Jack M. Wilson
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, being the individual appointed to serve as the registered agent for The National Center for Academic Transformation, Inc., hereby accepts the position as such and agrees to act in such capacity. The undersigned further represents that he/she is familiar with the obligations of the position and agrees to comply with them.



Carol A. Twigg
Registered Agent
1643 Brickell Avenue, #3804
Miami, FL 33129

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