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FLORIDA PROFIT/NON PROFIT CORPORATION
Association For Writing Across The Curriculum, Inc.

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**ARTICLES OF INCORPORATION
OF
ASSOCIATION FOR WRITING ACROSS THE CURRICULUM, INC**

In compliance with the requirements specified and pursuant to the provisions of Florida Statutes Chapter 617, the undersigned hereby act as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not-for-profit business corporation.

ARTICLE I

Name

The name of the Corporation is:

ASSOCIATION FOR WRITING ACROSS THE CURRICULUM, INC.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purposes

A. The purposes for which this Corporation is organized are to receive and maintain real, tangible or intangible property, or any combination of the three, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the regulations issued pursuant thereto or the corresponding provision of any future United States Internal Revenue law. Such specific purpose is to provide guidance and organizational support to the Writing Across the Curriculum community for the improvement of student writing and writing pedagogy, and research into writing across all areas. In furtherance of the above, enumerated purposes, this corporation shall have any and all lawful powers provided in the Florida statutes that are not in conflict with these articles. Any purposes expressed herein shall conform in all aspects to the requirements under Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under section 107(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

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ARTICLE IV Restrictions

A. This Corporation is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act (the "Act"), and is created, organized, and shall be operated exclusively for charitable, scientific, literary, and educational purposes.

B. This Corporation is one that does not contemplate pecuniary gain or profit to directors or officers thereof and no part of any net earnings of the Corporation shall inure to the benefit of any director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation and to reimburse its officers and directors for all expenses reasonably incurred in performing services rendered to the corporation.

C. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income and state tax purposes under the Revenue Laws in effect at the time of such donation.

D. No part of the activities of the Corporation shall include or consist of the carrying on of propaganda, or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.

E. All of the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary and educational purposes. In the event of a dissolution of this Corporation, the assets shall be distributed to an entity or entities in existence at time of the dissolution of the Corporation and qualifies for exemption from federal income tax under the provisions of Sections 501(c)(3) of the Internal Revenue Code, which are organized and exist exclusively for charitable, , scientific, literary and educational purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue code, or to the United States of America, the State of Florida, the County of Palm Beach or other local government. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county of 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.

F. For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation shall also be subject to the following limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Sections 4942 of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

(ii) The Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

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(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

(v) The Corporation shall not make any taxable expenditures as defined in Sections 4945 (d) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V **Capital Stock**

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

ARTICLES VI **Members**

The Corporation shall not have members within the meaning of the Act, unless the Bylaws provide that the Corporation shall have members. Instead, the Board of the Directors shall have all of the powers that members would otherwise have, including, but not limited to, the power to elect directors and the power to amend these Articles of Incorporation. If the Bylaws provide that the Corporation shall have members, qualification, voting and other rights of such members and the manner of their elections or appointments shall be as set forth in the Bylaws.

ARTICLE VI **Board of Directors**

All corporate powers shall be exercised by or under the authority of the Board of Directors, and the business of the Corporation shall be managed under the direction of the Board of Directors. The duties and powers of the Board of Directors shall include, but shall not be limited to (i) holding meetings at times and places as may be deemed proper and necessary, (ii) enacting guidelines and qualifications required of all current and future board members and (iii) devising and carrying into execution such other measures as it deems proper and expedient to promote the mission, objectives and purposes of the organization.

At the time of the adoption of these Articles of Incorporation, this Corporation has Fourteen (14) Directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than nine (9) nor more than nineteen (19).

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All initial Directors are specified and hereby appointed. The name and address of the persons who shall serve on the initial Board of Directors are:

Names	Addresses
Chris M. Anson Director	North Carolina State University PO Box 8105 Raleigh, NC 27695-8105
Christopher Basgier Director	Auburn University 3436 RBD Library Auburn, AL 36849
Laurie A. Britt-Smith Director	College of the Holy Cross 210 Dinand 1 College Street Worcester, MA 01610
Michelle Cox Director	Cornell University Caldwell Hall 260 Ithaca, NY 14853
Heather Falconer Director	Curry College 1071 Blue Hill Avenue Milton, MA 02186
Jeffrey R. Galin Director	Florida Atlantic University GS 215 Building 2 777 Glades Rd. Boca Raton, FL 33431
Brian Hendrickson Director	Roger Williams University One Old Ferry Road Bristol, , RI 02809
Dan Meizer Director	University of California 1547 32nd Street Sacramento, CA 95816
Mike Palmquist Director	Colorado State University 1019 Campus Delivery Fort Collins, CO 80523

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Justin Rademackers
Director

West Chester University of Pennsylvania
720 S. High Street
West Chester, PA 19383

Nicole Servino
Director

Community College of Denver
Campus Box 850
PO BOX 173363
Denver, CO 80217

Stacey Sheriff
Director

Colby College
5292 Mayflower Hill Dr.
Waterville, ME 04901

Frederico Navarro
Director

Universidad de O'Higgins
Av. Libertador Bernardo O'Higgins 611,
Rancagua
AP 2820000, Chile

Jonathan Hall
Director

York College, City University of New York
94 - 20 Guy R. Brewer Blvd.
Jamaica, NY 11451

ARTICLE VII

Officers

The Officers of the Corporation occupy those positions designated in the Bylaws , and they shall be elected and shall govern in accordance with the provisions of said Bylaws.

ARTICLE VIII

Indemnification

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action; suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit proceedings if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for exercise taxes to imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

No Director shall be personally liable to the Corporation or any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director

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(a) shall be liable under Section 617.0831 of the Act or any amendment thereto or successor provision hereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he or she:

(i) shall have breached his duty of loyalty to the Corporation;

(ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;

(iii) shall not have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation; or

(iv) shall have derived improper personal benefit.

ARTICLE IX

Amendments

These articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE X

Principal Office

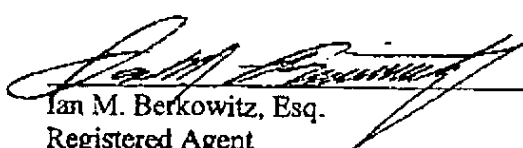
The street address and mailing address of the principal office of the Corporation is:

9432 Peabody Court, Boca Raton, FL 33496.

ARTICLE XI

Registered Agent

The initial street address of the Corporation's registered office is: 2101 NW Corporate Boulevard, Suite 300, Boca Raton, Florida, 33431. The initial registered agent for the Corporation at that address is: Ian M. Berkowitz, Esq.


Ian M. Berkowitz, Esq.
Registered Agent

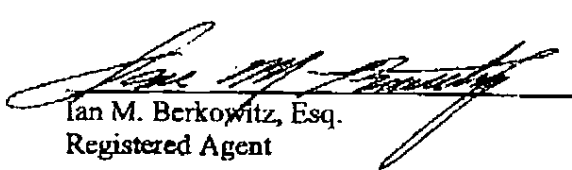
9/28/13
Date

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ARTICLE XII
Acceptance of Registered Agent

Having been named Registered Agent and as such agrees to accept service of process for **ASSOCIATION FOR WRITING ACROSS THE CURRICULUM, INC.**, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



Ian M. Berkowitz, Esq.
Registered Agent

9/28/18

Date

ARTICLE XIII
Name of Person Signing Document

The name and the street address of the person signing these Articles of Incorporation is:

Ian M. Berkowitz, Esq.
Berkowitz & Associates, P.A.
2101 NW Corporate Boulevard
Suite 300
Boca Raton, Florida 33431

ARTICLE XIV
General References

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force of late amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of the Florida as now in force or hereafter amended.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.



Ian M. Berkowitz
Incorporator

9/28/18

Date

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