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ARTICLE OF INCORPORATION

OF

InTech Collegiate High School

We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Utah Non-Profit Organization and Cooperative Association Act, adopt the following Articles of Incoporation for such Organization:

Article I
Name

The name of the organization is InTech Collegiate High School

Article II
Duration

The period of duration of this organization is perpetual.

Article III
Purpose

To act and operate exclusively as a nonprofit organization pursuant to the laws of the State of Utah, and to act and operate as a charitable organization in the operation and support of a private or public school.

The organization may 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.

The organization my 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 and are consistent with those powers described in the Utah Nonprofit Organization and Cooperation Association Act, as amended and supplemented.

The organization may solicit and receive contributions, purchase, own and sell real and personal property, make contracts, invest corporate funds, spend corporate funds for corporate purposes, and engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, Governors, officers, or other persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered to the organization and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1986, as amended.

The organization shall not carry on any other activities not permitted to be carried on (a) by a organization exempt from Federal income tax under 501 (c)(3) or 501 (c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

Article IV
MEMBERS/STOCK

The organization shall not have Members.

Article V
BY-LAWS

Provisions for the regulation of the internal affairs of the organization shall be set forth in the By-Laws.

Article VI
DIRECTORS

The numbers of directors of the Organization shall be no less than three (3) and no more than forty five (45), as fixed from time to time by the By-Laws of the Organization. The names and addresses of the persons who are to serve as original members of the Board of Governors until their successors are elected and shall qualify are:

Name	Address	City	Zip	phone	email
Gayle Bowen	1695 North Research Parkway	North Logan	84341	(435)797-4349	gayle.bowen@sdl.usu.edu
Gary Carlston	2815 Old Main Hill	Logan	84322		gary.carlston@usu.edu
Deborah Hobbs	1770 North Research Parkway	North Logan	84341	(435)753-9333	dhobbs@spectrumconsulting.com
Nancy Kennedy	845 North Main	Brigham City	84302	(435)734-2568	nanken@xmission.com
Allyson Saunders	4871 South Hollow Road	Nibley		(435)245-5808	asaunders@weber.edu
Jim Barta	1567 East 1500 North	North Logan	84341	(435)752-9629	jim.barta@usu.edu
Frank Stewart	2800 Old Main Hill	Logan	84322	(435)797-1611	frank.stewart@usu.edu
silent members					
Stuart Howell	101 West Center	Logan	84321	(435)755-2300	showell@lcsd.logan.k12.ut.us
Tamalyn Calder	PO Box 122	Garden City	84028	(435)946-8863	tammy@directinter.net
Steve Zsiray	1787 North Research Parkway	North Logan	84341	(435)753-7377	szsiray@intechchs.org

Article VII
INCORPORATORS

The name and addresses of the incorporators are:

Name	Address	City	Zip	phone	email
Gayle Bowen	1695 North Research Parkway	North Logan	84341	(435)797-4349	gayle.bowen@sdl.usu.edu
Gary Carlston	2815 Old Main Hill	Logan	84322		gary.carlston@usu.edu
Deborah Hobbs	1770 North Research Parkway	North Logan	84341	(435)753-9333	dhobbs@spectrumconsulting.com

Article VIII
RESISTERED OFFICE AND AGENT

The address of the organization's initial registered office shall be:

1787 North Research Parkway
North Logan, UT 84341

Such office may be changed at any time by the Board of Governors without amendment of these Articles of Incorporation.

The organization's initial registered agent at such address shall be:

Gary Carlston
2815 Old Main Hill
Logan, UT 84322

I hereby acknowledge and accept appointment as corporate registered agent:

Gary L. Carlston
Signature

Article IX
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Organization shall be 1787 North Research Parkway, North Logan, Utah 84341. The business of the Organization may be conducted in all countries of the State Utah and in all state of the United States, and in all territories thereof, and in all foreign countries as the Board of Governors shall determine.

Article X
DISTRIBUTIONS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Governors, officers, or other private persons, except that the organization 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 III hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 of Incorporation, the organization shall not carry on any other activities not permitted to be carried on (a) by a organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, as amended or supplemented, or (b) by a organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, as amended or supplemented.

Article XI
DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) and/or 501 (c)(4) of the Internal Revenue Code, as amended or supplemented, 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 the District Court of the county in which the principal office of the organization 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.

In witness whereof, we, Gayle Bowen, Gary Carlston, and Deborah Hobbs. have executed these Article of Incorporation in duplicate this 12 day of June, 2007, and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; 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.

Gayle Bowen

Gary Carlston

Deborah Hobbs

INTECH COLLEGIATE HIGH SCHOOL
BYLAWS

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ARTICLE I

OFFICES

Section 1.1 Business Offices. The principal office of the corporation shall be located in the city of North Logan and the county of Cache. The corporation may have such other offices either within or outside Utah, as the Board of Governors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. If a registered office of the corporation is required to be maintained in Utah, it may be, but need not be, the same as the principal office, if in Utah, and the address of the registered office may be changed from time to time by the board of governors.

ARTICLE II

MEMBERSHIP

Section 2.1 Classification & Election of Members. The corporation shall have no members.

ARTICLE III

BOARD OF GOVERNORS

Section 3.1 General Powers. The business and affairs of InTech Collegiate High School shall be managed by its Board of Governors, except as otherwise provided in the Utah Nonprofit Corporation and Cooperative Association Act, the articles of incorporation or these bylaws.

Section 3.2 Number, Election, Tenure and Qualifications for Voting Board Members.

A. Student Representation.
   1. The student members will be considered by the Governing Board.
   2. Each class (freshmen, sophomore, junior, senior) is responsible for choosing its own representative to the Governing Board and for determining their terms of service. It is hoped that the determination of the length of term of service will take into account both the need for new ideas and the need for continuity.

B. School District Representative

1. The Governing Board should include representatives from each of the four school districts.
2. Determination of the length of the term of service will take into account both the need for new ideas and the need for continuity.

C. Faculty and Staff Representation

1. The Governing Board should include representative from both the faculty and the staff. The Governing Board seats for faculty and staff must never number more than five. Seats are distributed determined by the University and the University Innovation Campus.
2. At every opportunity, individuals of diversity should be considered for representation, this includes a balance of men and women.

D. Meetings and Officers

1. The Principal & CEO will call the first meeting.
2. Officers will be elected by the Governing Board.
3. Meetings will be set monthly and other rules pertaining to operation of the Governing Board will be set by the Board.
4. The Governing Board bay elect a secretary, or other officers as needed. Otherwise, that role will be held by the Principal & CEO. He or she will be responsible for keeping the agenda, taking minutes of meetings and distributing them in a timely fashion. Only the Governing Board may act on behalf of the School. No individual board member may represent the except as expressed by policy or directive.
5. The agenda for the next meeting will be outlined at the end of each meeting. Additions can be made between meetings by calling the secretary. All meetings will include time for new business, when additional issues can be raised and public notice is given.

E. Amendments of Bylaws

1. These bylaws can be amended at any regular board meeting by a majority vote of attending members.
2. Proposals to amend the bylaws must be publicized in advance of the board meeting.

Section 3.3 <u>Vacancies.</u> Any Board member may resign at any time by giving written notice, either paper or electronic, to the chair of InTech Collegiate High School. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The Board shall publicly announce the number of vacancies available and shall consider any nominations from parents or the community at large. Vacancies shall be filled by the affirmative vote of a majority of the trustees then in office.

Section 3.4 <u>Regular Meeting and Attendance.</u> Regular meeting of the board shall be held at least 10 times each year. Notice for such meetings shall be given at least one

week in advance. An annual meeting shall be held each year in June. Board meetings will remain open to the public unless a closed session is convened by a majority vote of members present; which closed session will be subject to the requirements of Utah State Law.

Section 3.5 Special Meetings. Special meetings of the board of governors may be called by or at the request of the chair or Principal & CEO. The person or persons authorized to call special meetings of the board will provide proper notice and may fix any place, date, and time for holding any special meeting of the board called by them; which special meeting will follow normal open meeting requirements as outlined by the State of Utah.

Section 3.6 Notice. Notice of each meeting of the board of governors stating the place, day and hour of the meeting shall be given to each trustee at his business or home address at least five days prior thereto by mailing of written notice by first class, certified or registered mail or at least two days prior thereto by personal delivery of written notice or by telephone notice or by email (the method of notice need not be the same to each trustee). If mailed, such notice shall be deemed to be given when deposited in the US mail, with postage thereon prepaid. If emailed, such notice shall be deemed to be given when the email is sent. Any board member may waive notice of any meeting before, at or after such except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.7 Quorum and Voting. A majority of the number of board members by section 2 of the Article III shall constitute a quorum, but if less than such majority is present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice than an announcement at the meeting,, until a quorum shall be present. No trustee may vote or act by proxy at any meeting.

Section 3.8 Manner of Acting. The act of the majority of the trustees present at a meeting a which a quorum is present shall be the act of the board of governors.

Section 3.9 Meetings by Telephone. Members of the board of governors or any other committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting.

Section 3.10 Action Without a Meeting. All official actions of the board must be done in a public meeting in accordance with Utah State law.

Section 3.11 Presumption of Assent. A Board Member of InTech Collegiate High School who is present at a meeting og the board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting, or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation

immediately after the adjournment of the meeting. Such right to dissent shall not apply to a board member who voted in favor of such action.

Section 3.12 Compensation. The Board of Governors shall not receive compensation for their service on the board.

Section 3.13 Executive and Other Committees. By one or more resolutions, the board of governors may designate from among its members an executive committee and one or more other committees.

ARTICLE IV

OFFICERS AND AGENTS

Section 4.1 Number and Qualifications. The Officers of InTech Collegiate High School shall be co-chairs, secretary, and treasurer. The board may also elect or appoint such other officers, assistant officers and agents, as it may consider necessary. Officers need not be board members of the corporation. All officers must be at least eighteen years old.

Section 4.2 Election and Term of Office. Officers of InTech Collegiate High School shall be elected by the board of governors at the regular annual meeting of the board. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Officers shall hold office for 2-year terms with the opportunity to be elected again to the same position.

Section 4.3 Removal. Any officer or agent may be removed by a majority vote of the board whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 4.4 Vacancies. Any officer may resign at any time, subject to any rights or obligation under any existing contracts between the officer and the corporation, by giving written notice to the co-chair or the board of governors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of governors for the un-expired portion of the term.

Section 4.5 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chair, the board of governors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

A. Co-Chairs. The co-chairs shall, subject to the direction and supervision of the board of governors: (1) preside at all meetings of the board of governors; (2) see that all orders and resolutions of the board of governors are carried into effect; and (3) perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions upon the chair.

B. Secretary. The secretary shall: (1) keep the minutes of the proceedings of the board of governors and any committees of the board, (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records and of the seal of the corporation; and (4) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the chair or by the board of trustees. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

C. Treasurer. The treasurer shall: (1) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Governors; (2) receive and give receipts and acquittance for moneys paid on account of the corporation, and pay our of the funds on hand all bills, payrolls and other just debts of InTech Collegiate High Scholl of whatever nature upon maturity; (3) unless there is a controller, be the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to board of governors statements of accounts showing the financial position of InTech Collegiate High School and the results of its operations; (4) upon request of the board, make such reports to its as may be required at any time; and (5) perform all other duties incident to the office of treasurer and other such duties as from time to time may be assigned to him/her by the board of governors. Assistant treasures, if any, shall have the same powers and duties, subject to supervision by the treasurer.

ARTICLE V

INDEMNIFICATION

Section 5.1 Indemnification of Board Member, Officers, etc. The corporation hereby declares that any person who serves at its request as a trustee, officer, employee, chairperson or member of any committee, or on behalf of InTech Collegiate High School as a trustee, director or officer of another corporation, whether for profit, shall be deemed the corporation's agent for the purposes of the Article and shall be indemnified by InTech

Collegiate High School against expenses (including attorney's fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or 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 such believed to be in the best interests of InTech Collegiate High School, with respects to any criminal action or proceeding, had no reason of such service, provided such person acted in good faith and in a manner she/he reasonably believed to be in the best interest of InTech Collegiate High School and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Except as provided in Section 5.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no contender or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation. With respect to any criminal action or proceeding, at presumption that such person had reasonable cause to believe that his conduct was unlawful.

Section 5.2 Indemnification Against Liability to the Corporation. No Indemnification shall be made in respect of any claim, issue matter as to which a person covered by Section 5.1 shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 5.3 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 5.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application, that despite the adjudication of guilt but in view of all the circumstances of the cases, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 5.4 Other Indemnification. The indemnification provided by the Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these bylaws, vote of the disinterested trustees or otherwise, and any procedure for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 5.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a trustee, officer employee or agent of the corporation and shall inure to be benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or

restricting any of the powers or rights of indemnification provided or permitted in the Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnity any person or affect any right of indemnification so such person, with respects to any acts or omissions which occurred prior to such repeal or amendment.

Section 5.6 Insurance. Insurance will be handled through risk management of the state of Utah. InTech Collegiate High School will participate in the Risk Management Fund for an amount of $2,000,000.

Section 5.7 Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the board may deem appropriate in each specific case, including buy not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (b) that InTech Collegiate High School shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that InTech Collegiate High School shall be surrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subornation to InTech Collegiate High School.

Section 5.8 Limitation of Indemnification. Notwithstanding any other provision of these bylaws, InTech Collegiate High School shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in section 501 (c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

Article VI

MISCELLANEOUS

Section 6.1 **Account Books, Minutes, Etc.** InTech Collegiate High School shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Governors and committees and business meetings of officers. All books and records of InTech Collegiate High School may be inspected by any governor or his accredited agent or attorney, for any proper purpose at any reasonable time.

Section 6.2 **Fiscal Year.** The fiscal year of InTech Collegiate High School shall operate from: July 1 to June 30.

Section 6.3 **Conveyances and Encumbrances.** Property of InTech Collegiate High School may be assigned, conveyed or encumbered by such officers of InTech Collegiate High School as may be authorized to do so by the Board of Governors, and such authorized persons shall have power to execute and deliver any and all

instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of InTech Collegiate High School shall be authorized only in the manner prescribed by applicable statute.

Section 6.4 **Designated Contributions.** InTech Collegiate High School may accept any designated contribution, grant, bequest or device consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for PTO usage and such designations generally will be honored. However, InTech Collegiate High School shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, InTech Collegiate High School shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out InTech Collegiate High School 's tax-exempt purposes.

Section 6.5 **Conflicts of Interest.** If any person who is a governor or officer of InTech Collegiate High School is aware that InTech Collegiate High School is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a governor, shareholder, partner, beneficiary or governor, such person shall (a) immediately inform those charged with approving the transaction on behalf of InTech Collegiate High School of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of InTech Collegiate High School , and (c) not be entitled to vote on the decision to enter into such transaction.

Discrimination: InTech Collegiate High School admits students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and other school-administered programs.

Section 6.6 **Loans to Governors and Officers.** No loans shall be made by InTech Collegiate High School to any of its Governors or officers. Any governor or officer who assents to or participates in the making of such loan shall be liable to InTech Collegiate High School for the amount of such loan until it is repaid.

Section 6.7 **References to Internal Revenue Code.** All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1954, as amended and shall include the corresponding provisions of any subsequent federal tax laws.

Section 6.8 **Amendments.** The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Governors.

Section 6.9 **Severability.** The invalidity of any provisions of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.