



Children's Legacy Partnership

A Vermont Non-profit Corporation

ARTICLES OF INCORPORATION

ARTICLE I NAME

1.01 Name

The name of this corporation shall be Children's Legacy Partnership. The business of the corporation may be conducted as Children's Legacy Partnership.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

Children's Legacy Partnership is a non-profit corporation and shall operate 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.

The mission of the Children's Legacy Partnership is to help break the cycle of poverty for children and families by supporting education and career opportunities in at-risk communities in the U.S. and developing countries.

We provide academic, career, financial and health education support for vulnerable children and families in communities in the U.S. and developing countries.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations and non-government organizations (NGOs), which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

3.02 Non-Profit

Children's Legacy Partnership is designated as a non-profit corporation.

ARTICLE IV NON-PROFIT NATURE

4.01 Non-profit Nature

Children's Legacy Partnership is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of Children's Legacy Partnership 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.

Children's Legacy Partnership is not organized and shall not be operated for the private gain of any person. The property of the corporation 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.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Children's Legacy Partnership of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Children's Legacy Partnership, 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 a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Children's Legacy Partnership hereunder shall be selected by the discretion of a majority of the managing body of the Children's Legacy Partnership and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Children's Legacy Partnership by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Vermont.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Vermont to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on 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 purposes set forth in Article III, Section 3.01.

4.05 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.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 V BOARD OF DIRECTORS

5.01 Governance

Children's Legacy Partnership shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Mary Muroski, Colleen Brady, Rolf Keilman, Trudy Andrews

ARTICLE VI MEMBERSHIP

6.01 Membership

Children's Legacy Partnership shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

Children's Legacy Partnership
587 Sherman Hollow Rd.
Hinesburg, VT 05461

The mailing address of the corporation is:

Children's Legacy Partnership
587 Sherman Hollow Rd.
Hinesburg, VT 05461

ARTICLE IX **APPOINTMENT OF REGISTERED AGENT**

9.01 Registered Agent

The registered agent of the corporation shall be:

Mary Muroski
587 Sherman Hollow Rd.
Hinesburg, VT 05461

ARTICLE X **INCORPORATOR**

The incorporators of the corporation are as follow:

Mary Muroski
587 Sherman Hollow Rd.
Hinesburg, VT 05461

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Children's Legacy Corporation were approved by the board of directors on 03. 29. 2016 and constitute a complete copy of Articles of Incorporation of the Children's Legacy Corporation.

Mary Muroski
587 Sherman Hollow Rd.
Hinesburg, VT 05461

Signature: _____
Mary Muroski, President

Trudy Stanley
93 Haytumble Rd.
Shelburne, VT 05482

Signature: _____
Trudy Stanley, Vice President

Colleen Brady
513 Higbee Rd.
Charlotte, VT 05445

Signature: _____
Colleen Brady, Secretary

Rolf Kielman
Principal- TruexCullins Architecture
209 Battery St.
Burlington, VT 05401

Signature: _____
Rolf Kielman, Treasurer,

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Mary Muroski, agree to be the registered agent for Children's Legacy Partnership as appointed herein.

Mary Muroski, Registered Agent

Date: _____