

## Office of the Secretary of State

January 12, 2018

Registered Agent Solutions, Inc.  
1701 Directors Blvd., Suite 300  
Austin, TX 78744 USA

RE: A+ Academic Resources  
File Number: 802905382

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It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

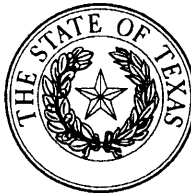
Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>. For information on state tax exemption, including applications and publications, visit the Comptroller's Exempt Organizations web site at <http://window.state.tx.us/taxinfo/exempt/index.html>. Information on exemption from federal taxes is available from the Internal Revenue Service web site at [www.irs.gov](http://www.irs.gov).

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation. If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555  
Enclosure

*Come visit us on the internet at <http://www.sos.state.tx.us/>*



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

A+ Academic Resources  
File Number: 802905382

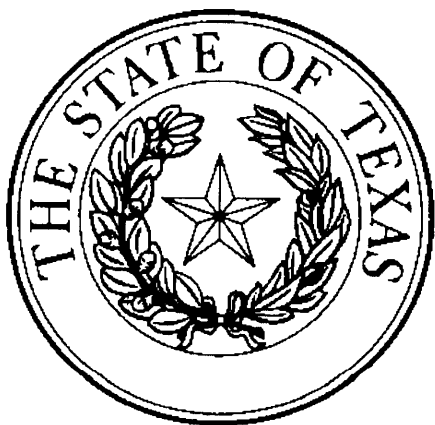
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 01/11/2018

Effective: 01/11/2018



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos  
Secretary of State



**FILED**  
In the Office of the  
Secretary of State of Texas

**JAN 11 2018**

**Corporations Section**

**Articles of Incorporation for A+ Academic Resources**

**ARTICLE I**

I, the undersigned, Adriene R. Walker, whose address is 57 Stone Park Trail, Pike Road, Alabama, 36064, being at least eighteen (18) years of age, do hereby form a nonprofit, nonstock corporation under and by virtue of the General Laws of the State of Texas authorizing the formation of corporations.

**ARTICLE II**

The name of the corporation is A+ Academic Resources.

**ARTICLE III**

A+ Academic Resources is organized and operated exclusively as a charitable and educational organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue law or regulations thereunder, hereinafter collectively referred to as the Internal Revenue Code), for the following purposes:

- (a) to perform charitable and educational purposes; and
- (b) to provide educational resources to children in accordance with Section 501(c)(3) of the Internal Revenue Code and applicable state law.

**ARTICLE IV**

In order to carry out the purposes of A+ Academic Resources, the organization shall have the following powers:

- (a) to purchase, lease, receive by donation, acquire and operate real and personal property suitable or convenient for the purposes of A+ Academic Resources;
- (b) to solicit, receive and accept monetary or property donations or any interest in property from any other entity or persons;
- (c) to exercise any power, or engage in any function, incidental to accomplishing the nonprofit purposes of the organization provided or allowed by the General Laws of the State of Texas, now or hereafter in force, to non-stock corporations, without limitation by the above description of specific powers.

#### **ARTICLE V**

The address of the principal office of A+ Academic Resources in this state is: 17460 IH-35 N, Suite 430, PMB 309, Schertz, TX 78154.

#### **ARTICLE VI**

The name and address of the Registered Agent of A+ Academic Resources in the State of Texas is: Registered Agent Solutions, Inc., 1701 Directors Boulevard, Suite 300, Austin, Texas 78744.

#### **ARTICLE VII**

A+ Academic Resources shall be governed by a Board of Directors (hereinafter called the "Board"). The initial number of directors shall be three (3). The number of directors may be increased or decreased as set forth in the organization's bylaws but shall never be less than three (3). The Board may amend the number of directors if a decrease in directors shall not affect any current director's term. The initial Board designated by the incorporators to serve until their successors are elected and qualify, are:

**President**  
Jonathan R. Newell  
8402 Black Willow Court  
Clinton, Maryland 20735

**Secretary**

Fatoumata F. Bility  
8139 Hallmark Place  
Gaithersburg, MD 20879

**Treasurer**

Demesha L. Cisco  
2514 Bel Aire Street  
Fayetteville, NC 28306

**ARTICLE VIII**

A+ Academic Resources shall adopt bylaws which shall provide for:

- (a) the number, qualification, election, classification, terms of office, powers and duties of the Board and for such committees as may be determined to be necessary or desirable,
- (b) the qualification, rights, duties, and meetings of the members of A+ Academic Resources and for the quorum at such meetings;
- (c) the selection of officers and their number, terms of office, rights, powers and duties; and
- (d) for other matters relating to governance of the organization.

**ARTICLE IX**

The following provisions are hereby adopted to limit and regulate the powers of A+ Academic Resources and the Board:

- (a) The organization is not organized and operated for its directors, officers, or members to gain a profit. A+ Academic Resources' directors, officers and members shall provide uncompensated services to the organization. No part of A+ Academic Resources' net earnings shall benefit or shall be distributed to its directors, officers, members or other private persons, except that A+ Academic Resources shall be authorized and empowered to pay reasonable compensation to directors, officers and members for reasonable expenses incurred on behalf of the organization.

(b) A+ Academic Resources shall be non-profit and non-stock, and shall have no power to declare dividends. The organization shall be composed of members. A+ Academic Resources membership qualifications shall be defined in the bylaws, but in no case shall membership be barred based on race, color, age, sex, national origin, ethnicity, gender identity, sexual orientation, disability or political or religious beliefs or activities.

(c) The organization shall conduct and direct its services and activities and the use of its properties and facilities on the basis that such services and activities and uses are available regardless of race, color, age, sex, national origin, ethnicity, gender identity, sexual orientation, disability or political or religious beliefs or activities.

(d) Except as provided in Sections 501(h) and 4911 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (hereafter the "Code"), no substantial part of the activities of A+ Academic Resources shall consist of lobbying efforts or otherwise attempting to influence legislation. The organization shall not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions, A+ Academic Resources shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a Corporation, contributions to which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(23) of the Code.

(e) The organization may be dissolved by a majority vote of the current directors if a written notice of the proposed dissolution and meeting date has been submitted to the Board prior to the meeting date. Upon dissolution, the Board shall dispose of all of A+ Academic Resources' net assets exclusively to charitable or educational 501 (c)(3) nonprofit organizations in Texas. The remaining

assets shall be disposed of by the Court in the jurisdiction in which the organization's principal office is located, exclusively for such purposes or to such organizations.

(f) A+ Academic Resources' Articles of Incorporation and bylaws may be adopted, amended or repealed completely or partially by a majority vote from the Board. Any proposed amendment shall be submitted to the directors in writing at least five (5) days prior to the Board meeting date.

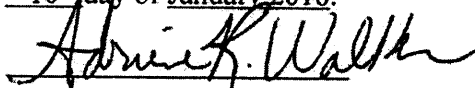
#### ARTICLE X

A+ Academic Resources may indemnify any and all of its current and future directors, officers, employees and agents as provided in the bylaws of the organization.

#### ARTICLE XI

A+ Academic Resources' duration and existence shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my own act on this 10<sup>th</sup> day of January 2018.



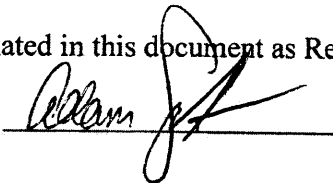
Adriene R. Walker

Founder/CEO

#### Consent of Registered Agent

I, Registered Agent Solutions, Inc., being more than 18 years of age and a citizen of the State of Texas,

hereby consent to being designated in this document as Registered Agent for this organization.



Adam Saldana, Assistant Secretary