UNITED STATES OF AMERICA

UNION JUSTICE AND CONFIDENCE

State of Louisiana

Al Ater

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of the Articles of Incorporation of

ADVOCATES FOR ACADEMIC EXCELLENCE IN EDUCATION, INC.

Domiciled at NEW ORLEANS, LOUISIANA,

Was filed and recorded in this Office on October 25, 2005,

And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,
October 25, 2005

Al Ater

ABA 36037141N

Secretary of State

STATE OF LOUISIANA UNION JUSTICE CONFIDENCE SECRETARY OF STATE

CERTIFICATE SS 102 PRINTED SEAL (Rev. 07/05)

STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true and correct copy, as taken from the original on file in this office.
Al Ater
Secretary of State
Date: OCT 2 5 2005

ARTICLES OF INCORPORATION

OF

ADVOCATES FOR ACADEMIC EXCELLENCE IN EDUCATION, INC.

The undersigned, for the purpose of forming a corporation under the Nonprofit Corporation Law of the State of Louisiana, does hereby make, sign and acknowledge these Articles of Incorporation, stating as follows:

ARTICLE I

NAME

The name of this corporation is: Advocates For Academic Excellence in Education, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

DOMICILE

The domicile of this corporation is Orleans Parish, Louisiana, and the location and municipal address of its registered office is:

1419 Burdette St.
New Orleans, LA 70118

ARTICLE IV

POWERS AND PURPOSES

This corporation shall possess generally all of the powers, rights, privileges, capacities and immunities of a nonprofit corporation organized under the laws of the State of Louisiana, subject to any limitations imposed by the provisions of the Internal Revenue Code of 1986, as amended (the "Code") on this corporation as an organization described in Section 501(c)(3) that qualifies as exempt from federal income taxation under Section 501(a) of the Code.

This corporation is organized and shall be operated exclusively for charitable and/or educational purposes. By way of illustration but not limitation, this corporation is organized to (a) organize, govern, operate and raise funds for the Benjamin Franklin Charter School; (b) to undertake any activities that support and/or advance the organization, governance and operation of such schools; (c) to improve student learning; (d) to increase learning opportunities for all students; (e) to encourage use of innovative teaching methods and a variety of governance, management and administrative structures; (f) to be more thoroughly accountable for educational results; and (g) to create new professional opportunities for teachers and other school employees.

ARTICLE V

TAX EXEMPTION

No part of the net earnings or other assets of this corporation shall inure to the benefit of or be distributable to the incorporators, members, directors, officers, or other private persons, except that the corporation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporation's exempt purposes.

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.
This corporation shall distribute its income for each taxable year at times and in a manner so as not to subject it to the tax on failure to distribute income under Section 4942 of the Code or the corresponding provision of any successor federal tax laws.
This corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code or the corresponding provision of any successor federal tax laws.
This corporation shall not retain any excess business holdings that would subject it to tax under Section 4943 of the Code or the corresponding provision of any successor federal tax laws.

This corporation shall not make any investments that would subject it to tax under Section 4944 of the Code or the corresponding provision of any successor federal tax laws.
This corporation shall not make any taxable expenditures, as defined in Section 4945 of the Code or the corresponding provision of any successor federal tax laws.
This corporation shall not carry on any activities not permitted to be carried on by an organization that is exempt from federal income taxation under Section 501(a) and described in Section 501(c)(3) of the Code or the corresponding provisions of any successor federal tax laws.

ARTICLE VI

STRUCTURE OF THE CORPORATION

This corporation is organized on a non-stock basis.

This corporation shall not be a membership corporation.

ARTICLE VII

DIRECTORS

The corporate powers and management of this corporation shall be vested in and exercised by a board of directors consisting of not fewer than three (3) or more than (7) directors. The number of directors may be increased only by the affirmative vote of a majority of the total voting power of the Board of Directors. The Corporation may also have one or more advisory directors. The advisory directors shall not have or exercise voting powers, but instead shall serve in an advisory capacity only.

All directors of the corporation shall be elected by plurality vote of the board.
The names and addresses of the initial directors are:

Chancellor Timothy P. Ryan
University of New Orleans
2000 Lakeshore Drive
New Orleans, LA 70148

Dr. James Meza
Dean College of Education and Human Development
UNO – ED 240
2000 Lakeshore Drive
New Orleans, LA 70148

Duris Holmes
President, Benjamin Franklin High School Association
2001 Leon C. Simon Blvd.
New Orleans, LA 70122

Carl Indest
President, Benjamin Franklin High School
Alumni Association
Ex Officio
2001 Leon C. Simon Blvd.
New Orleans, LA 70122

Nancy Pierre
1010 Rue Crozat
Baton Rouge, LA 70810

The original directors shall hold office until the first annual meeting and until their successors are chosen and have qualified. Thereafter, directors shall hold office for a term of one year and until their successors are chosen and have qualified.

The board of directors is vested with the broadest permissible authority and discretion in connection with the administration of funds or other assets of this corporation, provided that the directors shall exercise their authority in a manner consistent with the exempt purposes of this corporation. For example, the board of directors may authorize the corporation to borrow money, purchase immovable property, or sell, lease, encumber or otherwise alienate any of its immovable property.

The board of directors, by the affirmative vote of a majority of the full board, may make, alter and annul by-laws, rules and regulations for the government of the affairs of this corporation.

No director or officer shall be personally liable to this corporation or its members for monetary damages for breach of fiduciary duty as a director or officer, provided that this Article does not eliminate or limit the liability of a director or officer (1) for any breach of the director's or officer's duty of loyalty to this corporation or its members, (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) for liability under Louisiana Revised Statutes Sections 92(D), 226(D) or (4) for any transaction from which the director or officer derived an improper personal benefit.

ARTICLE VIII

OFFICERS

The officers of this corporation shall consist of a chief executive officer, a secretary, and any other officers that the chief executive officer from time to time may appoint. The chief executive officer and secretary shall be elected by and hold office at the pleasure of the board of directors.

ARTICLE IX

REGISTERED AGENT

The full name and municipal address of the corporation's registered agent is:

Patricia A. Adams
1419 Burdette St.
New Orleans, LA 70118

ARTICLE X

INCORPORATOR

The name and address of the incorporator who has subscribed to these Articles of Incorporation are:

Duris Holmes
2001 Leon C. Simon Blvd.
New Orleans, LA 70122

ARTICLE XI

LIMITED LIABILITY

No director, or officer of this corporation shall be held financially liable or responsible for any obligation of this corporation, nor shall any mere informality in organization render these Articles of Incorporation null or expose the directors, or officers to any liability. No director or officer shall be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except to the extent that, as a matter of law, such liability may not be limited or eliminated by express provision contained in these Articles of Incorporation.

ARTICLE XII

INDEMNIFICATION

Subject to the provisions of Article V of these Articles of Incorporation, this corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, but not limited to, any action by or in the right of the corporation) by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another business, foreign, or nonprofit corporation, partnership, joint venture, or other entity, to the fullest extent permitted by Section 227 of the Louisiana Nonprofit Corporation Law, as amended, or any other applicable provision of law; provided, however, that this obligation to provide indemnification shall not apply to any action brought by or in the right of the corporation if the officer or director is found liable to the corporation in such action.

ARTICLE XIII

DISSOLUTION

Upon the dissolution of this corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any successor federal tax laws, or shall be distributed to the federal, state or local government exclusively for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the parish in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE XIV

AMENDMENTS

The Secretary of the Corporation, upon the written concurrence of legal counsel for the Corporation, is empowered to amend these Articles of Incorporation solely for purpose of having them conform to the requirements of the Internal Revenue Service governing tax exempt corporations and contributions which are tax deductible. In all other instances, where not proscribed by law and provided that such amendments would not deprive the Corporation of its nonprofit status, these Articles of Incorporation may be amended by the affirmative vote of not less than two-thirds of the total voting power of the board.

ARTICLE XV

SEVERABILITY

Each provision of these Articles of Incorporation shall be severable from all other provisions. If a provision of this instrument shall be determined to be invalid or ineffective for any reason, that determination shall not invalidate the remaining provisions, each of which shall continue in full force and effect.

IN WITNESS WHEREOF, the incorporator has signed and acknowledged these Articles of Incorporation on this 25th day of October, 2005.

WITNESSES:

Mitzi H. White

Print Name: MITZI H. WHITE

Dianne M. Kimble

Print Name: DIANNE M. KIMBLE

Duris L. Holmes, Incorporator

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

On this 25th day of October, 2005, before me, the undersigned authority, a notary public duly commissioned and qualified within and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared:

Duris Holmes

known to me to be the incorporator described in and who executed the foregoing instrument, and who, being by me first duly sworn, stated that she has read the above and foregoing Articles of Incorporation and acknowledged that she executed same as her free act and deed.

WITNESSES:

Mitzi H. White

Print Name: MITZI H. WHITE

Dianne M. Kimble

Print Name: DIANNE M. KIMBLE

Karen S. Kinler

Notary Public
My commission is issued for life.

KAREN S. KINLER
NOTARY I.D. # 59579
My Commission Expires Upon Death

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT

BY DESIGNATED REGISTERED AGENT

STATE OF LOUISIANA

PARISH OF ORLEANS

On this 25th day of October, 2005, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared:

Patricia A. Adams

who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept the appointment as Registered Agent of Advocates For Academic Excellence in Education, Inc., which is a Nonprofit Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 2.

Patricia A. Adams

Subscribed and sworn to before me on the day, month, and year first above set forth.

Karen S. Kinler

Notary Public

KAREN S. KINLER
NOTARY I.D. # 59579
My Commission Expires Upon Death