

State of West Virginia



Certificate

*I, Mac Warner, Secretary of State of the
State of West Virginia, hereby certify that*

THE AMERICAN COUNCIL ON RURAL SPECIAL EDUCATION, INC.

Control number: 9B98Z

has filed its application for "Certificate of Incorporation" in my office according to the provisions of the West Virginia Code. I hereby declare the organization to be registered as a corporation from its effective date of July 26, 2024, until a certificate of dissolution has been filed with Secretary of State.

Therefore, I hereby issue this

CERTIFICATE OF INCORPORATION



*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
July 26, 2024*

Mac Warner

Secretary of State

583390

JUL 25 2024

IN THE OFFICE OF
OF STATE

**ARTICLES OF INCORPORATION
OF
THE AMERICAN COUNCIL ON RURAL SPECIAL EDUCATION, INC.**

The undersigned, acting as incorporator of a corporation under W. VA. CODE § 31E-2-202, adopts the following Articles of Incorporation for such corporation, **FILED IN DUPLICATE**:

**ARTICLE I
Name**

The name of the Corporation is "The American Council on Rural Special Education, Inc." (the "Corporation").

**ARTICLE II
Principal Office and Address; Agent for Services of Process; Email Address for Notices**

The location of the Corporation's principal office and mailing address is 509 Allen Hall, Morgantown, West Virginia 26506. The Corporation's agent for service of process is Dr. Alexandra Hollo, P.O. Box 6122, Morgantown, West Virginia 26506. The e-mail address to which informational notices and reminders of annual filings may be sent is: alex.hollo@hsc.wvu.edu.

**ARTICLE III
Purpose**

The Corporation is organized and at all times hereafter shall be operated exclusively for charitable, religious, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code," which shall include any subsequent corresponding Code of federal tax law), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Code § 501(c)(3). The general purposes of the Corporation are (i) to provide leadership and support that will enhance services for individuals with exceptional needs, for their families, for the professionals who work with them, and for the rural communities in which they live, (ii) to promote the growth and development of each member of the Corporation, (iii) to foster quality education and related services for individuals with exceptional needs living in rural areas of the United States, (iv) to advocate for individuals with exceptional needs, for their families, and for their service providers, (v) to promote cultural diversity and the empowerment of minorities and members of traditionally under-represented groups in providing services to individuals with exceptional needs, their families, and service providers, (vi) to promote national recognition for rural special education and rural health and human services, and (vii) to promote collaborative partnerships with organizations interested in special education and health and human services.

**ARTICLE IV
Incorporator**

RECEIVED

JUL 25 2024

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The full name and address of the incorporator is Dr. Kim K. Floyd, whose mailing address is P.O. Box 6122, Morgantown, West Virginia 26506.

ARTICLE V Non-Profit Corporation

The Corporation shall be a nonprofit Corporation, shall not have or issue any stock, and shall not make distributions in violation of W. VA. CODE § 31E-1-101 *et seq.*

ARTICLE VI Members

The Corporation shall admit to membership any persons who are interested in or concerned with promoting quality education and other services for individuals with special needs in rural areas. All members of the Corporation shall pay dues and fees for special activities. There shall be two classes of membership, namely regular membership and student membership. Regular membership shall consist of professionals or paraprofessionals engaged in special education or related services in schools, colleges, universities, or other education agencies, and parents or other individuals who have an interest in and commitment to rural special education. Student membership shall consist of undergraduate and graduate students enrolled in classes during the academic year at an accredited college or university, not engaged in full-time employment, and sponsored by a faculty member who is also a regular member of the Corporation. Each member in good standing with the Corporation shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the members. Matters to be submitted to the members for voting are set forth in the Bylaws of the Corporation.

ARTICLE VII Board of Directors

The business and affairs of the Corporation shall be managed by and under the authority of its Board of Directors of not less than three (3) but no more than eighteen (18) individuals (each a “Director”); provided, however, that additional individuals may serve as ex officio directors of the Corporation as set forth in the Corporation’s Bylaws. Certain ex officio directors shall have a vote and certain ex officio directors shall not have a vote at meetings of the Board of Directors, as also set forth in the Corporation’s Bylaws. Directors must be members of the Corporation in good standing. Of the Directors originally elected to the Board, one-third of such Directors elected shall serve a term of three (3) years, one-third of such Directors elected shall serve a term of two (2) years, and one-third of such Directors shall serve a term of one (1) year. Thereafter, the term of each elected Director shall be three (3) years. Directors cannot serve more than two (2) consecutive terms. At all times, the Directors shall have staggered terms which shall be determined by dividing the number of total Directors, other than ex officio directors, into three (3) groups, with each group containing approximately the same percentage of the total number of Directors, as possible, such that one group of Directors shall be elected annually. The number of Directors constituting the initial Board of the Corporation is eighteen (18), and the names and addresses of the persons who shall serve as Directors until their successors are elected and shall qualify are:

1. Karen Koehler
Shawnee State University
940 Second Street
Portsmouth, Ohio 45662
2. Cynthia Baughan
Anderson University
316 Boulevard Anderson
South Carolina 29621
3. Channon Horn
University of Kentucky
232 Taylor Education Building
597 South Upper Street
Lexington, Kentucky 40506
4. Todd Sundeen
University of Northern Colorado
501 20th Street
Greeley, Colorado 80639
5. Louise Yoho
School of Education
Mail Code 4624
Southern Illinois University
625 Wham Drive
Carbondale, Illinois 62901
6. Jared Stewart-Ginsburg
NC State University
Poe Hall 528A, Box 7801
NCSU Campus
Raleigh, NC 27695
7. Melissa Jones-Bromenshenkel
Eastern Illinois University
1212 Buzzard Building
Office: 1227 - Buzzard Hall
Charleston, IL 61920
8. Anthony Menendez
Cleveland State University
2121 Euclid Ave., JH 315
Cleveland, OH 44115

9. Tori Colson
University of Southern Indiana
Education Center, 1103A
8600 University Blvd.
Evansville, IN 47712
10. Kathy Randolph
University of Colorado-Colorado Springs
1420 Austin Bluffs Pkwy
Colorado Springs, CO 80918
11. Joanna Ryan
University of North Dakota
Education Building Room 384
231 Centennial Drive Stop 7189
Grand Forks, ND 58202-7189
12. Lee Mason
Cook Children's Health Care System, TCU
Child Study Center
1300 West Lancaster Avenue
Fort Worth, TX 76102 USA
13. Sarah Lears-Hawkins
University of Kentucky,
232H Taylor Education Building
597 South Upper Street
Lexington, Kentucky 40506
14. John Matthew Jameson
University of Utah
201 Presidents Circle
Salt Lake City, UT 84112
15. Pamina Abkowitz
St. Bonaventure University
Plassmann Hall B-34
3261 West State Road
St. Bonaventure, NY 14778
16. Annemarie Horn
Assistant Professor, Special Education Program
School of Teacher Education and Leadership
Radford University
Peters Hall C154
P.O. Box 6959

Radford, VA 24142

17. Rebecca Burleson
Lincoln Memorial University
Business and Education Bldg.-217
Carter & Moyers School of Education
6965 Cumberland Gap Parkway
Harrogate, TN 37752
18. Brittany Hott
Oklahoma University
Jeannine Rainbolt College of Education
820 Van Vleet Oval, Rm 100
Norman, OK 73019

ARTICLE VIII

Internal Affairs

Provisions for the regulation of the internal affairs of the Corporation are:

- A. The business of the Corporation shall be managed by its Board, who shall constitute the governing body of the Corporation.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Board, Directors, 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 Article III herein.
- C. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.
- D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Code § 501(c)(3) or by an organization to which contributions are deductible under Code § 170.
- E. No Director of the Corporation shall be liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as a Director, except liability (i) for the amount of any financial benefit received by the Director to which he or she is not entitled; (ii) for an intentional infliction of harm on the Corporation; (iii) for a violation of W. VA. CODE § 31E-8-833 regarding unlawful distributions; or (iv) for any intentional violation of criminal law. No Director shall be held personally liable for negligence, either through act or omission, or whether actual or imputed, in the performance of managerial functions performed

on behalf of the Corporation to the fullest extent provided by law, including but not limited to W. VA. CODE § 55-7C-3. Additionally, to the fullest extent provided by law, any officer or Director of the Corporation shall be considered a “qualified director” pursuant to W. VA. CODE § 55-7C-2.

F. Each person who was or is a party or is threatened to be made a party to or is involved (including, without limitation, as a witness or deponent) in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise in nature (a “Proceeding”), by reason of the fact that he or she, or an estate for which he or she is the administrator or executor or a person for whom he or she is the legal representative, is or was a Director or officer of the Corporation or is or was serving at the written request of the Corporation’s Board, president, or their delegate as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether the basis of the Proceeding is alleged action or omission in an official capacity as a Director, officer, trustee, employee, or agent or in any other capacity, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by law, including but not limited to the Code of West Virginia of 1931, as amended and as the same may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior to such amendment), against all expenses, liability, and loss (including, without limitation, attorneys’ fees and disbursements, judgments, fines, ERISA, or other similar or dissimilar excise taxes or penalties and amounts paid or to be paid in settlement) incurred or suffered by such person in connection therewith; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board of the Corporation; provided, further, that the Corporation shall not indemnify any person for civil money penalties or other matters, to the extent such indemnification is specifically not permissible pursuant to federal or state statute or regulation, or order or rule of a regulatory agency of the federal or state government with authority to enter, make or promulgate such order or rule; and, provided, further, that the Corporation shall not indemnify any such person for liability for any action taken, or any failure to take any action, as a Director for (a) receipt of a financial benefit to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation; (c) a violation of W. VA. CODE § 31E-8-833 regarding unlawful distributions; or (d) an intentional violation of criminal law. Such right shall include the right to be paid by the Corporation expenses, including, without limitation, attorneys’ fees and disbursements incurred in defending or participating in any such Proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of such Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or officer, in which such Director or officer agrees to repay all amounts so advanced if it should be ultimately determined that such person is not entitled to be indemnified under this section or otherwise. The termination of any Proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, or that such person did have reasonable cause to believe that his or her conduct was unlawful.

If a claim under this Article VIII, Section F is not paid in full by the Corporation within thirty (30) days after a written claim therefor has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful, in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending or participating in any Proceeding in advance of its final disposition where the required undertaking has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the applicable law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation.

Neither the failure of the Corporation (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification or reimbursement of the claimant is permitted in the circumstances because he or she has met the applicable standard of conduct, nor an actual determination by the Corporation (including its Board or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

The right to be indemnified or to the reimbursement or advancement of expenses pursuant hereto (i) is a contract right based upon good and valuable consideration, pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and the Director or officer, (ii) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (iii) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

Any Director or officer of the Corporation serving, in any capacity, (i) another Corporation of which five percent (5%) or more of the shares entitled to vote or five percent (5%) of the available votes in the election of its Directors is held by the Corporation or (ii) any employee benefit plan of the Corporation or of any Corporation referred to in clause (i) above, shall be deemed to be doing so at the request of the Corporation.

The rights conferred on any person hereunder shall not be exclusive of and shall be in addition to any other right which such person may have or may hereafter acquire under any statute, provision of these Articles of Incorporation, Bylaws, agreement, vote of the disinterested Directors, or otherwise.

The Corporation may purchase and maintain insurance, at its expense, to protect itself and any Director, officer, employee, or agent of the Corporation or another Corporation, partnership, joint venture, trust, or other enterprise against such expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under West Virginia law.

G. In furtherance of its purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of West Virginia upon nonprofit corporations, including, without limitation, to receive gifts, devises, bequests, and contributions in any form, and to use, apply, invest, and reinvest the principal and/or income therefrom or distribute the same for the purposes stated in Article III herein.

ARTICLE IX

Private Foundation Provisions

The Corporation shall conduct its activities and seek such sources of support, as will enable it to qualify as an organization which is not a private foundation as defined in Code § 509; however, for any period during which the Corporation is a private foundation, the Corporation shall be subject to the following restrictions and prohibitions:

A. The Corporation shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax imposed on undistributed income by Code § 4942;

B. The Corporation shall not engage in any act of self-dealing as defined in Code § 4941(d);

C. The Corporation shall not retain any excess business holdings which will subject it to tax under Code § 4943;

D. The Corporation shall not make any investments in a manner such as to subject it to tax under Code § 4944; and

E. The Corporation shall not make any taxable expenditure as defined in Code § 4945(d).

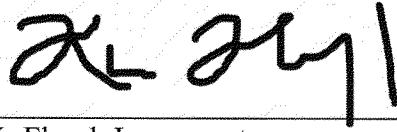
ARTICLE X

Dissolution

In the event of dissolution of the Corporation, after payment of all necessary expenses thereof, all of the assets and property of the Corporation shall be distributed, as the Board of the Corporation may determine, to (1) any other or successor organization then in existence in West Virginia having the same purposes as the Corporation, if such organization then qualifies for tax-exempt status under Code § 501(c)(3); (2) any organization organized for one or more charitable purposes within the meaning of Code § 501(c)(3), if such organization then qualifies for tax-exempt status under Code § 501(c)(3); or (3) to organizations described in clause (1) above and to organizations described in clause (2) above of this Article X.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 21st day of June, 2024.

A handwritten signature in black ink, appearing to read 'Dr. Kim K. Floyd', written over a horizontal line.

Dr. Kim K. Floyd, Incorporator