

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF INCORPORATION

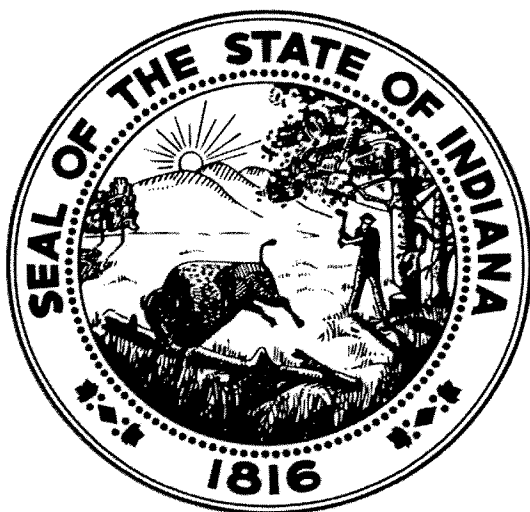
of

HOOSIER EDUCATIONAL COMPUTER COORDINATORS, INC.

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, November 05, 2012.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 5, 2012.



Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

APPROVED
AND
FILED
Coraie Hanson
IND. SECRETARY OF STATE

INDIANA SECRETARY OF STATE
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ARTICLES OF INCORPORATION

OF

HOOSIER EDUCATIONAL COMPUTER COORDINATORS, INC.

The undersigned incorporator, desiring to form a nonprofit corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"), executes the following Articles of Incorporation:

ARTICLE I

Name and Principal Office

The name of the Corporation is Hoosier Educational Computer Coordinators, Inc. (hereinafter referred to as the "Corporation").

The address of the principal office of the Corporation is 111 Monument Circle, Suite 2700, Indianapolis, Indiana 46204.

ARTICLE II

Purposes

The Corporation is a public benefit corporation organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Code of 1986, as the same may be amended from time to time, or the corresponding provisions of any future United States revenue law.

As thus limited, the purposes for which the Corporation is organized are:

- 1) To work closely with other existing state and professional organizations to collect and exchange information, ideas and resources among those charged with implementing educational technology in schools;
- 2) To provide opportunities for professional growth of technology leaders by sponsoring forums, conferences and training seminars; and
- 3) To increase the active participation of the members.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV
Registered Agent and Registered Office

The name of the Registered Agent is R.J. McConnell, and the address of the Registered Office at which the Registered Agent may be reached is 111 Monument Circle, Suite 2700, Indianapolis, Indiana 46204.

ARTICLE V
Membership

Section 5.1. Members. There shall be one (1) class of membership. Membership shall be open to all individuals who are interested in the coordination and leadership of technology education.

Section 5.2 Rights, Preferences, Limitations and Restrictions of Classes. All members of the Corporation shall have the same rights, preferences, limitations and restrictions as the other members of the class of members to which they belong.

Section 5.3. Voting Rights. Each member shall be entitled to one vote each on any matter submitted to a vote of the members.

ARTICLE VI
Directors

Section 6.1. Number of Directors. The initial number of Directors is twenty (20). Thereafter, the number of Directors of the Corporation and their election shall be fixed by the Code of By-Laws of the Corporation, but in no event shall the number be less than twenty (20).

Section 6.2. Names and Post Office Addresses of the Directors. The names and post office addresses of the initial Board of Directors are:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City and State</u>	<u>Zip Code</u>
Adam Bennett	Eastern Pulaski Community Schools 715 School Drive	Winamac, IN	46996
Steve Clason	Whitko Community Schools 432 S. First Street	Pierceton, IN	46562
Nathan Davidson	MSD of Wayne Township 1220 S. High School Road	Indianapolis, IN	46241

<u>Name</u>	<u>Number and Street or Building</u>	<u>City and State</u>	<u>Zip Code</u>
Candice Dodson	Indiana Department of Education 151 West Ohio Street	Indianapolis, IN	46204
Jeff Downs	South Ripley School Corp. 1589 South Benham Road	Versailles, IN	47042
Larry Fleck	South Central Community Schools 9808 S. 600 W	Union Mills, IN	46382
Robbie Grimes	MSD of Wayne Township 1220 S. High School Road	Indianapolis, IN	46241
Roy Grimes	Orleans Community School Corp. 200 W. Wilson Street	Orleans, IN	47452
Brad Hagg	Warsaw Community Schools 1 Administrative Drive P.O. Box 288	Warsaw, IN	46581-0288
Bill Kreps	Northeastern Wayne School Corp. 7295 N. US Highway 27	Fountain City, IN	47341-9523
Sam LaScuola	CSC of Southern Hancock Cty 1 School Street	New Palestine, IN	46163
Jon McMahel	IU School of Education – IUPUI ES3116, 902 W. New York Street	Indianapolis, IN	46202
Shawn Mahoney	Seymour Community Schools 1350 W. 2 nd Street	Seymour, IN	47274
Stacy Mauser	Evansville Vanderburgh School Corp. 951 Walnut Avenue	Evansville, IN	47713
Kerri Rombach	Zionsville Community Schools 900 Mulberry Street	Zionsville, IN	46077
Jeff Sigworth	Greencastle Community School Corp. 711 S. Central Avenue	Greencastle, IN	46135
Bob Straugh	Edinburgh Community Schools 202 S. Keeley	Edinburgh, IN	46124
Angie Veach	Carroll Consolidated School Corp. 2362 E State Road 18	Flora, IN	46929
Shawn Whitaker	Purdue University	West Lafayette, IN	47906

<u>Name</u>	<u>Number and Street or Building</u>	<u>City and State</u>	<u>Zip Code</u>
Blake Zachary	South Montgomery Community P.O. Box 8	New Market, IN	47965

Section 6.3. Terms of Directors. Directors of the Corporation shall be elected for such terms as may be fixed by the Code of By-Laws of the Corporation and shall, if the By-Laws shall so provide, be divided into as many groups whose terms of office expire at different times as the By-Laws shall provide; provided, however, that no director can serve more than two (2) consecutive terms.

Section 6.4. Removal of Directors. Any or all members of the Board of Directors of the Corporation may be removed at any time with or without cause by a vote of the majority of all the members of the Board of Directors held during any meeting of the Board of Directors called expressly for that purpose.

ARTICLE VII
Incorporator

The name and post office address of the incorporator of the Corporation is R.J. McConnell, 111 Monument Circle, Suite 2700, Indianapolis, Indiana 46204.

ARTICLE VIII
Provisions for the Regulation and
Conduct of the Affairs of the Corporation

Section 8.1. Powers. To carry out the purposes set forth above, the Corporation shall have the powers enumerated in the Indiana Nonprofit Corporation Act of 1991, as the same may be amended from time to time; provided, however, that notwithstanding any other provision of these Articles or any provision of said Act or any other law, the Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall a substantial part of its activities consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law).

Section 8.2. Restriction Upon Inurement of Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors,

officers, or other private individuals, 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 II hereof.

Section 8.3. Restriction Upon Acceptance of Gifts. No gifts or other contributions to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

Section 8.4. Dissolution. Upon dissolution, the net assets of the Corporation shall be transferred to such nonprofit corporation or corporations which are in existence at such time, and which are organized at such time for purposes substantially the same as those of the Corporation, and which qualify at such time as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States revenue law), as the Board of Directors of the Corporation may determine.

Section 8.5. Distributions of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law).

Section 8.6. Prohibited Transactions. If at any time it is determined by the Internal Revenue Service that the Corporation is determined to be a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law), it shall not, for so long as it continues to be a private foundation within such meaning, engage in any of the following transactions or do any of the following acts:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law);
- (b) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law);
- (c) Make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law);
- (d) Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law).

Section 8.7. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding such Director's participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote; provided, however, that such contract or transaction shall be at arm's length and not violative of the proscriptions of these Articles against the Corporation's use or application of its funds for private benefit.

Section 8.8. Indemnification of Directors, Officers and Employees. The Corporation shall indemnify any individual made a party to any action, suit or proceeding by reason of the fact that such individual is or was a director, officer, employee or agent of the Corporation against all liability and reasonable expense incurred or suffered by such individual in connection therewith, if:

- (a) the individual's conduct was in good faith; and
- (b) the individual reasonably believed:
 - (i) in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in its best interests; and
 - (ii) in all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and
- (c) in the case of any criminal proceeding, the individual either:
 - (i) had reasonable cause to believe the individual's conduct was lawful; or
 - (ii) had no reasonable cause to believe the individual's conduct was unlawful.

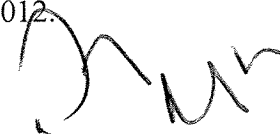
The terms used in this Article VIII shall have the same meaning as set forth in IC 23-17 et seq. Nothing contained in this Section shall limit or preclude the ability of the Corporation to otherwise indemnify or to advance expenses to any director, officer, employee or agent.

The rights of indemnification, reimbursement and advance payments set forth above shall not be deemed exclusive of any other rights to which such individual may be entitled apart from the provisions of this Article, and shall inure to the benefit of the heirs and legal representatives of such individual. This section shall be construed in a manner consistent with the proscriptions of these Articles against the Corporation's use or application of its funds for private benefits.

Section 8.9. Code of By-Laws. The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal a Code of By-Laws providing for the internal regulation and conduct of the affairs of the Corporation, provided that a number of Directors equal to a majority of the Board of Directors votes affirmatively for such action.

Section 8.10. Amendment. These Articles may be amended by the affirmative vote of a majority of the members of the Corporation present and voting at a duly scheduled meeting.

IN WITNESS WHEREOF, the undersigned does hereby execute these Articles of Incorporation as of this 1st day of NOVEMBER, 2012.



R.J. McConnell