

Commonwealth of Kentucky**Articles of Incorporation****Non-profit Corporation**

Pursuant to KRS 14A and KRS 273, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the corporation is: **River Cities Academy, Inc.**

Article II: The purpose for which the corporation is organized is:

The Corporation is a nonprofit public benefit corporation and is not organized for pecuniary gain or profit. The Corporation will be operated for charitable, educational, literary and scientific uses or purposes within the meaning of an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law.

In furtherance of the foregoing purposes, the Corporation shall seek to enhance and improve teaching, learning, and student achievement in the State of Kentucky through the Corporation's management and operation of a Public Charter School serving persons residing in the cities of Ludlow, Covington, Newport, Bellevue, Ft. Thomas and Dayton, all located in Northern Kentucky, under Section 160.1591 of the Kentucky Revised Statutes.

In carrying out its charitable, educational, literary and scientific purposes, the Corporation shall also have the authority to: (i.) acquire, receive and maintain cash, securities, commodities, tangible and intangible, real or personal property, and to manage, invest, reinvest, disburse, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purposes set forth hereinabove; and (ii.) do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out the purposes of the Corporation, and not expressly prohibited by KRS Chapter 273 of the Kentucky Revised Statutes.

Article III: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Director or Officer of the Corporation, or any member of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of

the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law.

The Corporation shall not retain any business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law.

The powers of the Corporation shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board of Directors of the Corporation, except as otherwise provided by the laws of the State of Kentucky, these Articles, or the Corporation's Bylaws.

Article IV: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article V: The name of the registered agent is: **Lynn Schaber**, and the street address of the corporation's initial registered office in Kentucky is: **328 Park Avenue, Newport, KY 41071**

Article VI: The mailing address of the corporation's principal office is: **328 Park Avenue, Newport, KY 41071**

Article VII: The number of directors constituting the initial Board of Directors is: **three**. The names and mailing addresses of the persons who are to serve as the initial Board of Directors are as follows:

Lynn Schaber, 328 Park Avenue, Newport, KY, 41071

Sarah Strauss, 196 Clover Ridge, Fort Thomas, KY, 41075

Evelyn Pence, 639 Monroe Avenue, Newport, KY 41071

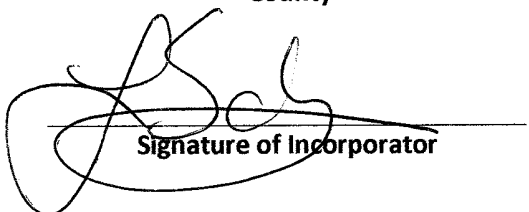
Article VIII: The name and mailing address of the incorporator is: **Lynn Schaber, 328 Park Avenue, Newport, KY 41071**

Article IX: This application will be effective upon filing.

Article X: A person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, officers, employees, and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including any action by or in the right of the Corporation, by reason of the fact that the person is or was a Director, officer, employee or agent of the Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article VIII. The Corporation shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, officers, employees, and agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

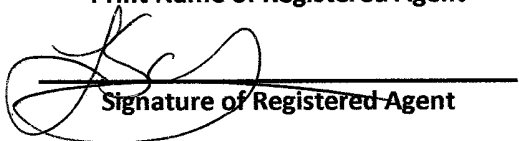
The counties in which the Corporation primarily operates are: **Kenton County and Campbell County**


Signature of Incorporator

SCHABER, Lynn; Founder March 22/18
Print Name & Title Date

L. SCHABER, Lynn
Print Name of Registered Agent

consent to serve as the registered agent on behalf of the corporation.


Signature of Registered Agent

SCHABER, Lynn; Founder March 22/18
Print Name & Title Date