

**ARTICLES OF INCORPORATION OF
URBAN LEARNING AND TEACHING CENTER**

We, the undersigned natural persons, of the age of eighteen years or more, acting as Incorporators of a corporation pursuant to the NONPROFIT CORPORATION ACT (the "Act") (D.C. Code §§ 29-408.01, 29-408.03 and 29-408.07), do adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of this Corporation is URBAN LEARNING AND TEACHING CENTER.

ARTICLE 2. DURATION

The period of duration for this corporation shall be perpetual.

ARTICLE 3. PURPOSES

This Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In particular, the organization will engage in research, development, and delivery of education programs to the public and pursue improvement and reform in education.

Notwithstanding any provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Code or engage in activities which are prohibited by an organization to which contributions are deductible under Section 170(b)(1)(A) of the Code and regulations thereunder.

In furtherance and pursuance of the foregoing purposes, subject to the limitations set forth herein, the Corporation shall have and may exercise all of the powers conferred by the laws of the District of Columbia, including all powers necessary and convenient to effect any or all of the aforesaid purposes, and shall have and may exercise any additional powers which may be conferred by law.

ARTICLE 4: NOT-FOR-PROFIT

This Corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any director, trustee, creator or organizer of the Corporation, or substantial contributor to it, or any private individual except that this Corporation may make payments of reasonable compensation for actual services rendered to or for the Corporation and for reasonable expenditures in furtherance of one or more of its exempt purposes.

No substantial part of the activities of this Corporation shall consist of attempting to influence legislation; this Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office; nor shall it in any manner engage in activities that are unlawful under the laws of the United States of America, the District of Columbia, or any other jurisdiction where such activities are carried on.

ARTICLE 5. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 1101 Connecticut Ave NW Suite 450, Washington, D.C. 20036, and the name of its initial registered agent at this same address is Elana D. Mintz, a founding director of the corporation.

ARTICLE 6. AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of its Board of Directors, any of the provisions contained in these Articles of Incorporation.

ARTICLE 7. DISSOLUTION

This corporation shall use its funds only to accomplish the purposes stated in these Articles of Incorporation. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be transferred or assigned to, and only to, one or more charitable organizations which are exempt within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 8. DIRECTORS

The number and manner in which Directors shall be elected or appointed shall be provided in the By-Laws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected and qualified are:

NAME and ADDRESS

Elana Mintz

Theola DeBose

Amanda Ripley

ARTICLE 9. INCORPORATORS

The names and addresses of the incorporators are:

Elana Mintz

Theola DeBose

Amanda Ripley

ARTICLE 11. BY-LAWS

The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of this corporation. The By-Laws shall govern the operation of this Corporation unless any By-Law conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

ARTICLE 12. INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify its former and current officers and directors to the extent required by the Act and as laid out in the Bylaws of the Corporation.

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