

Heart and Hand Montessori Teacher Education Program

An Oregon Non-profit Public Benefit Corporation

Articles of Incorporation

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The undersigned, for the purpose of forming a corporation under the nonprofit laws of the State of Oregon, hereby adopt the following Articles of Incorporation:

Article I

Name

1.01 Name

The name of the corporation shall be **Heart and Hand Montessori Teacher Education Program**. The business of this corporation may be conducted as Heart and Hand Montessori Teacher Education Program, Heart and Hand MTEP, or HaH-MTEP.

Article II

Duration

2.01 Duration

The term of existence shall be perpetual.

Article III

Purpose

3.01 Purpose

The purposes for which the corporation is organized are as follows:

Heart and Hand MTEP is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), herein generally called "exempt purposes," including, but not restricted to, the following more specific purposes but only to the extent that they are within the scope of such exempt purposes.

Heart and Hand MTEP has been organized to support adults seeking education and training related to becoming a Montessori teacher, or furthering adult professional development related to the field of Montessori teaching. It will provide an adult education program, recognized by the Oregon State Center for Career Development that will qualify adults to hold teaching positions in classrooms with children by:

A. Providing a venue for an interchange of ideas pertinent to Montessori Education and best practices in Early Childhood Education through planned course offerings and teaching certification courses.

B. To promote the proficiency, professionalism, and quality of Early Childhood Educators and Early Childhood Education through adult education, training, and association.

C. To create a mutual understanding and co-operation between the Montessori Community and other allied parents and professionals.

Provided, however, that any references herein to any provision of the Internal Revenue Code of 1986 (herein called the "Code") shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

Heart and Hand MTEP may therefore seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable, scientific, and educational purposes.

3.02 Public Benefit

Heart and Hand MTEP is designated as a public benefit corporation.

Article IV **Non-Profit Nature**

4.01 Non-profit Nature

Heart and Hand MTEP is organized exclusively for charitable and educational purposes. No part of the net earnings of Heart and Hand MTEP shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporations 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 the purpose clause hereof.

No substantial part of the activities of the cooperation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these By-laws, Heart and Hand MTEP shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (c) a corporation under the Washington Nonprofit Corporation Act (RCW 24.03).

Heart and Hand Montessori Teacher Education Program is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the directors, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The

corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Heart and Hand MTEP of any nature whatsoever, nor shall any of the property or assets of the officers or directories be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of Heart and Hand MTEP, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose, which at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Heart and Hand MTEP hereunder shall be selected by the discretion of a majority of the managing body of Heart and Hand MTEP and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Heart and Hand MTEP by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The organizations to receive the assets to be distributed, giving preference if practicable to organizations located in the state of Oregon.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally includes a purpose similar to this corporation, the the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State or Oregon to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person or individual 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 this document.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from general income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V **Board of Directors**

5.01 Governance

Heart and Hand MTEP shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Maya Bowen, Mercedes Castle, and Karilyn Wax.

6.01 Membership

Heart and Hand MTEP shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

Article VII **Amendments**

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

Article VIII **Addresses of the Corporation**

8.01 Corporate Address

The mailing address of the corporation is:

Heart and Hand Montessori Teacher Education Program
3230 SW Vermont St
Portland, OR, 97219

Article IX
Appointment of Registered Agent

9.01 Registered Agent

The name of the Registered Agent of the corporation is Mercedes Castle. The street address of the Registered Office and Registered Agent is 3230 SW Vermont St, Portland, OR, 97219.

Article X
Incorporators

The incorporators of the corporation are:

Maria Rutkowski
701 NE 127th Ave
Portland OR 97230

Mercedes Castle
3230 SW Vermont ST
Portland OR 97219

Karilyn Wax
13115 NW 31st Ave
Vancouver WA 98685

There shall be three directors serving as the initial Board of Directors. Their names and addresses are as follows:

Maria Rutkowski
701 NE 127th Ave
Portland OR 97230

Mercedes Castle
3230 SW Vermont ST
Portland OR 97219

Karilyn Wax
13115 NW 31st Ave
Vancouver WA 98685

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Heart and Hand Montessori Teacher Education Program were approved by the board of directors on Saturday, July 26, 2014 and constitute a complete copy of Articles of Incorporation of Heart and Hand Montessori Teacher Education Program.

Maria Rutkowski
701 NE 127th Ave
Portland OR 97230

Signature _____
Maria Rutkowski, Secretary

Mercedes Castle
3230 SW Vermont ST
Portland OR 97219

Signature _____
Mercedes Castle, President

Karilyn Wax
13115 NW 31st Ave
Vancouver WA 98685

Signature _____
Karilyn Wax, Vice President/Treasurer

Acknowledgement of Consent to Appointment of Registered Agent

I, Mercedes Castle, agree to be the registered agent for Heart and Hand Montessori Teacher Education Program as appointed herein.

Mercedes Castle, Registered Agent

Date: