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ARTICLES OF INCORPORATION
OF
ISLA AFFILIATED BUILDING COMPANY
(the "Building Company")

These Articles of Incorporation are signed and acknowledged by the undersigned incorporator for the purpose of forming a nonprofit corporation under the Minnesota Nonprofit Corporations Act, Minnesota Statute, Chapter 317A.

ARTICLE I.

NAME

The name of this Building Company is: ISLA Affiliated Building Company. ✓

ARTICLE II.

REGISTERED OFFICE

The address of the registered office in the state of Minnesota is: 5959 Shady Oak Road, Minnetonka, MN 55343. ✓

ARTICLE III.

SOLE MEMBER

The sole member of the Building Company shall be: ISLA, a/k/a International Spanish Language Academy (the "School"), a Minnesota non-profit corporation. The sole member will have all powers available to the member of a corporation under Minn. Stat 317A.401, et seq., including, without limitation, the power to remove or appoint directors of the Building Company.

ARTICLE IV.

PURPOSE; EXEMPTION REQUIREMENTS

The Building Company is organized and shall be operated exclusively in support of the School and in particular to purchase, own, and/or construct a public schoolhouse, for lease to the School, on real estate owned by the Building Company. The Building Company is organized and shall be operated exclusively to carry out such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter in effect (the "Code"), and which is other than a private foundation by reason of being described in Section 509(a)(1), (2) or (3) of the Code.

At all times the following shall operate as conditions restricting the operations and activities of the Building Company:

- a. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its member, trustees, officers, or other private persons, except that the Building Company shall be authorized and empowered to pay to non-members reasonable compensation for services rendered and to make payments and distributions to non-members in furtherance of the purpose set forth in the purpose clause hereof.
- b. No part of the activities of the Building Company shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Building Company shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

- c. Notwithstanding any other provisions of this document, the Building Company shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.
- d. The Building Company will not begin the construction of a new facility until a positive review and comment is received from the Minnesota Department of Education pursuant to Minnesota Statutes section 123B.71.

ARTICLE V.
INITIAL DIRECTORS

The management of the affairs of the Building Company shall be vested in a Board of Directors, as defined by the Building Company's bylaws. No director shall have any right, title, or interest in or to any property of the Building Company.

ARTICLE VI.
PERSONAL LIABILITY

Neither the incorporator, directors, officers, employees nor the representatives or agents of the Building Company shall be personally liable for the payment of any debts or obligations of the Building Company of any nature whatsoever, nor shall any of the property of the members or of any of the directors, officers, employees, representatives or agents be subject to the payment of the debts or obligations of the Building Company to any extent.

ARTICLE VII.
DISSOLUTION

The Building Company may be dissolved in accordance with the laws of the State of Minnesota. At the time of dissolution of the Building Company, the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the Building Company, dispose of all assets of the Building Company; provided, however, that in no case shall a liquidation, transfer or disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Code, and all assets shall be turned over and transferred to one or more organizations qualified as exempt pursuant to 501(c)(3) of the Code, or to the State of Minnesota or any political subdivision thereof for exclusively public purposes.

ARTICLE VIII.
INCORPORATOR

The incorporator of the Building Company is Cindy C. Monturiol, whose mailing address is 4840 Clear Spring Road, Minnetonka, MN 55345. ✓

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of October, 2013.

Cindy C. Monturiol
Cindy C. Monturiol, Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT 03 2013 ✓

Mark Ritchie
Secretary of State