

ARTICLES OF INCORPORATION
OF
THE INTERNATIONAL ASSOCIATION FOR LEARNING ALTERNATIVES

WE, THE UNDERSIGNED, of full age, for the purpose of forming a corporation under and pursuant to the provision of Chapter 317A, Minnesota Statutes, known as the Minnesota Non-Profit Corporation Act, and laws amendatory thereof and supplementary thereto, do hereby associate ourselves together as a body corporate and accept the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be The International Association for Learning Alternatives. (IALA)

ARTICLE II

REGISTERED OFFICE

The Registered office of this corporation shall be at 1295 Bandana Blvd. #165 St. Paul, MN 55108.

ARTICLE III

DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of this corporation shall be for charitable, religious, scientific, literary, or educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law. All funds whether income or principle and whether acquired by gifts or contributions, or otherwise, shall be devoted to said purposes.

ARTICLE V

NO PECUNIARY GAIN

The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No

part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article IV above. No substantial part of the activities of the corporation 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) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

DISSOLUTION

At the time of dissolution of the corporation, the board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of 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, educational, religious, 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 or the corresponding provision of any future United States Internal Revenue Law, as the board shall determine. Any such remaining funds, property or other assets not so distributed shall be disposed of by petition or application to district court, according to state law, for such purposes or to such organization(s) as the court may decree, which are organized and operated exclusively for such purposes,.

ARTICLE VII

INCORPORATORS

The names and addresses of each incorporator of this corporation is:

Dan Daly
112103 Haering Circle
Chaska, MN 55318

ARTICLE VIII

BOARD OF DIRECTORS

The number of directors constituting the first Board of Directors of this corporation shall be 7, each of whom shall continue in office until the first annual meeting of the members and until a

successor is elected and qualified, or removed as provided by law or in the by-laws. The name and address of each first director is:

Wayne Jennings
449 Desnoyer Ave.
St. Paul, MN 55104

Elizabeth Quigley
299 Jacksonville Rd.
Warminster, PA 18974

Dave Lehman
111 Chestnut St.
Ithaca, NY 14850

Lynn Vincent
5061 Duck Lake Rd.
Highland, MI 48356

Ray Morley
Grimes State Office Bldg.
14th and Grand
Des Moines, IA 50319

Bob Wiley
WALA
P.O. Box 73
Greenbank, WA 98253

Irv Zisselman
501 West Pike St.
Lawrenceville, GA 30045

ARTICLE IX

PERSONAL LIABILITY

There shall be no personal liability of any of the members of this corporation for any corporation obligation.

ARTICLE X

BOARD ACTION IN WRITING

Any action required or permitted to be taken at a board meeting, and not requiring member approval, may be taken by written action signed by the number of directors that would be required to take action at a meeting of the Board at which all directors were present, as prescribed by these bylaws; provided that if bylaws or statute require a different number to take action, that such number will be required.

Witness whereof in testimony, whereof, we have hereunto subscribed our names this 30th day of June, 2001.
