

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A NON-STOCK CORPORATION

First: The name of the Corporation is Delaware STEM Academy.

Second: The Registered Agent and address of Registered Office is James Brett Taylor, Sr., 2409 Larchwood Road, in the City of Wilmington, County of New Castle, 19810.

Third: The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware. More specifically:

1. This Corporation shall be a non-profit corporation serving a public educational purpose for students residing in the State of Delaware. The Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law (the Code") and in particular to operate a charter school formed and operated pursuant to Title 14 § 501-518 of the Delaware Code.

2. The Corporation may receive gifts, devises, and bequests and hold, administer, and dispose of the same exclusively for the accomplishment of the charitable purposes for which the corporation was created. The Corporation in carrying out its purposes shall have all the powers granted by law to an exempt corporation formed under the Delaware Code and laws amendatory thereof and supplementary thereto.

3. Notwithstanding any provision herein, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by law, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

4. No incorporates, member, officer or director of this Corporation shall have any personal liability for corporate obligations.

5. The Corporation shall be governed by a Board of Directors, subject to the by-laws adopted by said board, and participation on the Board is not subject to requirements other than those adopted in the by-laws and the Delaware Code.

6. These Articles of Incorporation may be amended from time to time in accordance with laws of the State of Delaware.

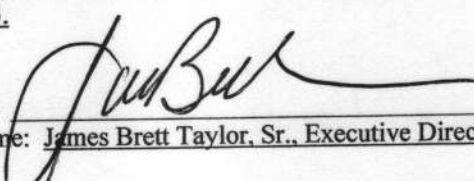
Fourth: The Corporation shall not have any capital stock.

Fifth: The Corporation shall have no members.

Sixth: The name and mailing address of the incorporator is as follows:

Name: James Brett Taylor, Sr.
Address: 2409 Larchwood Road
Wilmington, DE 19810

I, the Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file, and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand the 26th day of the July, A.D. 2013.

By: 
Name: James Brett Taylor, Sr., Executive Director

By-laws for the Delaware Science, Technology, Engineering and Mathematics (STEM) Academy

ARTICLE I: Delaware STEM Academy

Section 1. Name. The name of the corporation is the Delaware Science, Technology, Engineering and Mathematics Academy. It is hereinafter referred to as “the corporation.”

Section 2. Location. The principal location of school facility shall be located in the State of Delaware.

Section 3. Purposes. The Corporation is a non-profit corporation organized under the laws of the State of Delaware and its purposes are exclusively educational as set forth in the Certificate of Incorporation. More specifically, the purposes for which the Corporation is organized are:

- To provide an educational opportunity to any student residing in the State of Delaware consistent with the standards and requirements for graduation from a secondary institution, grades 9 through 12, as determined under the Delaware Code and the Delaware Department of Education.
- Provide opportunities for students to complete a STEM based curriculum, internships with industry corporations and provide service to the community.
- To produce ethical students exemplifying values to better their communities and society in general.

Section 4. Statute and Code. The Corporation shall operate in accordance with Title 14, Section 501 through 518; Delaware Administrative Code Title 14, Section 200 et al.; and all other applicable laws relating to the organization, administration and disposition of non-profit corporate entities in the State of Delaware.

Section 4. Non-discrimination. The Corporation shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring and other employment practices of the school or in its admission policies for students. Further, the Corporation shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of Delaware.

ARTICLE II: Members

Section 1. Non-membership Corporation. The Corporation shall have no members. The Directors shall have all powers and duties for the conduct of the activities of the Corporation.

ARTICLE III: Board of Directors

Section 1. Number. The Board of Directors shall consist of not less than nine and not more than thirteen persons. The Director of the charter school shall be a non-voting member of the Board of Directors. The Board will establish unlimited non-voting honorary board members for the purposes of recognition and community involvement.

Section 2. Qualifications. Members of the Directors will not need to meet any qualifying test other than a desire to keep the interests of the Academy and Corporation above personal interest.

Section 3. Term. Directors shall be elected for two or three year terms depending on the need to stagger terms. Terms shall be staggered so that no more than 1/3 of the Board shall be up for election in any year, unless a vacancy(ies) needs to be filled.

Section 4. Powers. The Board of Directors shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the Corporation, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board of Directors may, by general resolution, delegate to committees of its own number or to officers of the Corporations such powers as it may see fit for specified periods of time.

Section 5. Election. The names of the initial Directors are set forth in the Certificate of Incorporation. All successor Directors shall be elected by the members of the Board of Directors, upon nomination by members of the Board. The election of members to the expiring seats shall be held each year at the annual meeting. Vacancies due to resignation or other act of membership shall be filled by nomination of candidate with voting by the Board to take place no less than two weeks after nomination. Candidates must be approved by a simple majority of the Board. Proxy voting is prohibited.

Section 6. Term Limits. Director membership shall be limited to three consecutive two-year terms. Previous Directors shall be re-eligible for membership after a lapse of two years.

Section 7. Resignation and Removal. A Trustee may resign by submitting his or her resignation in writing to the President of the Board of Directors. A Trustee may be removed for cause at a meeting of Directors by an affirmative vote of two-thirds of the remaining Board of Directors. Directors being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 9. Annual Meeting. An annual meeting of the Board of Directors for the election of Directors and Officers and such other business as may come before the meeting shall be held in June of each year.

Section 10. Regular Meetings. Regular meetings of the Board of Directors shall be held every February, April, June, August, October, and December and at such other times as the Board may, from time to time, determine. The meeting in the month of June shall constitute the Annual Meeting. Until time of charter approval by the Department of Education, notification will be performed through electronic communication with Board members.

Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by a petition signed by a majority of the full Board of Directors.

Section 12. Open Public Meetings Act. Upon approval of the charter by the Department of Education, all meetings of the Board of Directors shall be held in accordance with the Freedom of Information Act, Title 29, Section 10004 and the laws pertaining to such under the Delaware Code. Adequate notice of all meetings subject to the Act shall be visibly posted and provided to newspapers of local circulation not less than forty-eight (48) hours before any such meeting.

Section 13. Quorum. A majority of the full number of Directors shall constitute a quorum of the Board for the transaction of business. When a quorum is present, a majority of the Directors present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by the Charter, or by these By-laws. Every act of a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 14. Vacancies. A vacancy on the Board of Directors, including a vacancy caused by an increase in the number of Directors, may be temporarily filled by a majority vote of the remaining Directors to elect a

person(s) to fill the vacancy(ies) until the next annual meeting of Directors, at which time Directors so elected must be re-elected as specified in the Bylaws or step down from the Board as soon as his or her successor is duly elected and qualified.

Section 15. Compensation. Directors receive no payment for their services. With board approval, Directors may be reimbursed for out-of-pocket expenses incurred on approved board business. Directors must present receipts for all such expenses, which shall be for the trustee only, and shall be itemized and documented. Such expenses must be approved by a motion of the board at the meeting immediately following the expenditure(s). Each year, at the annual meeting, the Board of Directors shall set a schedule of allowable charges for meals, lodging, and mileage expended on board business. Reimbursements shall not exceed these limitations.

Section 16. Meeting Attendance. Directors are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any trustee after such trustee's three unexcused, consecutive absences to ascertain the trustee's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Directors.

ARTICLE IV Committees

Section 1. Establishment. The Board of Directors may appoint such standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the school.

Section 2. Standing Committees. Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the charter school policy manual. The function of any committee so established shall be fact-finding, deliberative, and advisory to the Board of Directors. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. Standing committees shall be made up on no more than two less than a quorum of the Board of Directors. The president shall be an ex officio member of each committee. The chief educational director of the charter school shall be an ex officio member of each committee, except where his/her evaluation, tenure, or salary are to be deliberated. Standing committees shall be:

a) Executive Committee: The President, Vice President, Treasurer and Secretary shall constitute the membership of the Executive Committee. The Executive Committee is established to perform duties and make decisions on the behalf of the full Board in cases where the full Board cannot be present for a vote. All Executive Committee meetings and the subjects of the meeting will be authorized by the full Board prior to the meeting of the Executive Committee. The Executive Committee will not, however, be responsible for issues pertaining to the Finance and Audit Committee.

b) Grievance Committee: The Board of Directors reserves this section for the establishment of the Grievance Committee, responsible for the review and recommendation of the disposition of complaints. Its constitution, due process rules and notification requirements will be subject to Delaware Code, regulatory requirements by the Department of Education and upon review of the Delaware Charter School legal counsel.

c) Technical Advisory Committee: The Board of Directors establishes a Technical Advisory Committee to provide advice on the content and application of STEM curriculum in both the in-school instructional capacity and external experiential environments consistent with the goals of the education of the students. The Committee will consist of interested volunteers in the science, technology, engineering and mathematics industries or community and interested persons from relevant educational delivery fields. The Committee will meet on a bimonthly basis to review curriculum and intern placement coordination. The Technical Advisory Committee will also be responsible for development of award and scholarship

programs for students and to work in coordination with the chief educational officer on the recognition of these awards.

d) Finance and Audit Committee: The Board of Directors establishes a Finance and Audit Committee to provide financial oversight of the Academy's budget, preparation and approval of its financial statement and fundraising activities. The membership of the Committee shall include the Treasurer as chair of the Committee, and consist of five members of the Board. The terms of membership shall be three years with no limitation on number of terms.

Section 3. Ad Hoc Committees. Each ad hoc committee shall have a charge specific to its permitted activities and that charge shall include the date on which the committee is to present its final report to the Board of Directors and be dissolved. Members of ad hoc committees shall be drawn from those parents and staff of the school community who indicate interest in serving on the ad hoc committee and from such others as may be deemed appropriate by the Board of Directors. Ad hoc committees shall have not limit of members. Directors shall not be eligible to serve on ad hoc committees, since they have authority and responsibility to review the committee's recommendations and adopt them or not.

ARTICLE V: Officers

Section 1. Titles. The Officers of the Corporation are a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may create such other officer positions as it thinks necessary. Each officer position shall have its duties and responsibilities specified and included in these By-laws. No Officer may hold more than one position at the same time.

Section 2. Election. The Officers shall be elected from among the Board of Directors at each annual meeting of the Directors and shall serve for one year and until their successors are elected and qualified.

Section 3. Terms. Directors elected to officer positions, including President, may serve no more than three consecutive two-year terms. Former officers, after a break in service of two years, may be elected to another term as an officer. If, in the event of a resignation or other reason a Board member cannot serve, a retired Board member may serve in a temporary capacity until a permanent member is selected.

Section 4. Duties. Officers shall have the duties and responsibilities belonging to their office, including those that follow.

(a) The President shall be the chief executive officer of the Corporation, responsible, along with his/her fellow Directors, for the oversight of its business and affairs. He/she shall preside at all meetings of the Board. The President shall have full and equal vote as accorded to all Directors. The President may enter into and execute in the name of the Corporation contracts or other instruments that are authorized by the Board of Directors. The President may delegate, as needed, to any other officer any or all of the duties of the office of President. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or by these By-laws.

(b) The Vice President shall have such duties and responsibilities as may be delegated to him/her by the President. The Vice President shall have full and equal vote as accorded to all Directors. In the absence of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the responsibilities of and be subject to all the restrictions as fall upon the President, including presiding at meetings of the Board of Directors. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or by these By-laws.

(c) The Secretary shall cause notices of all meetings to be served to all members of the Board of Directors and the Director and shall keep or cause to be kept the minutes of all meetings of the Board, including the

time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the instant meeting. The Secretary shall keep the Seal of the Corporation. He/she shall have such other powers and duties as may be prescribed by the Board or by these By-laws.

(d) The Treasurer shall be the chief financial officer of the Corporation and shall have oversight of the Business Administrator as that employee takes responsibility of the financial records, investments, and other evidences of school properties and assets. The Treasurer shall ensure that the Business Administrator keeps regular books of account for the Corporation that set out business transactions of the Corporation, such books to be at all times open to inspection at their place of keeping to any Board of Trustee member. The Treasurer shall be the chair of the Financial Committee, which shall prepare an annual budget, in conjunction with the School Director and the School Business Administrator, for the consideration and approval of the Board of Directors. The Treasurer shall ensure that the Business Administrator deposits all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as shall be designated by the Board of Directors. The Treasurer shall provide oversight to the Business Administrator in the investment and reinvestment of funds of the Corporation and the disbursement of funds of the Corporation as may be ordered by the Board of Directors. The Treasurer shall render to the Board of Directors and the members of the school community, at the Annual Meeting, statements evidencing the current financial condition of the Corporation. The Treasurer shall ensure that the Business Administrator establishes a system of adequate financial recording showing quarterly income, expenditures, and balance and shall, at the first meeting following the end of each quarter, submit to the Board of Directors a detailed written financial report in compliance with the Delaware statutes and regulations relating to charter schools. The Treasurer, as chair of the Finance Committee, annually shall recommend an auditing firm to be hired by the Board of Directors to review the books of the Corporation and provide a report on them to the Board of Directors.

Section 5. Removal. Any officer may be removed from office, with cause, by the affirmative vote of two-thirds of the full membership of the Board of Directors at any regular meeting or special meeting called for that purpose. Any officer proposed to be removed for cause shall be entitled to at least five business days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VI: Fiscal Year and Check Signing

Section 1. Fiscal Year. The fiscal year of the Corporation shall be July 1st to June 30th.

Section 2. Check Signing. The President and School Business Administrator are authorized and required to sign all checks over the amount of \$1,000. The Board of Directors shall establish a policy setting the amount above which checks must have both signatures. Once the Academy is chartered and operating under the financial accounting system of the State of Delaware, the Principal and Chief Financial Officer for the Academy will be responsible for the signature of checks and other accounting documentation necessary to carry out the operational needs of the Academy.

ARTICLE VII: Amendments to By-laws

Section 1. Amendments. The Board of Directors shall have the power to make, amend, or repeal the By-laws of the charter school, either in whole or in part. The By-laws may be amended at any regular meeting of the Board of Directors or any special meeting called for that purpose. Any change shall require the approval by a two-thirds (2/3rds) vote of the full membership of the board.

ARTICLE VIII: Dissolution

Section 1. Revocation of Charter. If, at any time and for any reason, the Corporation's charter is revoked or the Corporation becomes insolvent, all assets of the charter school, after satisfaction of all outstanding claims by creditors, will be distributed equitably, in accordance with law and regulations of the State of Delaware, as recommended by the Secretary of Education for the State of Delaware.

Section 2. Voluntary Dissolution. Should the Corporation choose to dissolve for reasons other than the revocation of its charter or financial insolvency, all assets of the charter school, after satisfaction of all outstanding claims by creditors and governmental grantors, will be distributed in accordance with the laws and regulations of the State of Delaware, and based the recommendation of the Board of Directors to the Secretary of Education.

ARTICLE IX: Additional Provisions

Section 1. Indemnification of Officers and Directors. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by the laws of the State of Delaware. A trustee or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Directors, except that nothing contained herein shall relieve a trustee or officer from liability for breach of a duty based on an act of omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

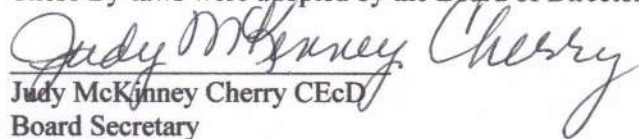
Section 2. Compensation. No trustee or officer shall receive any fee, salary, or remuneration of any kind for services rendered to the Corporation, except in cases where Directors and officers may be reimbursed for proven expenses incurred in the business of the Corporation through prior approval by formal vote of the Board of Directors.

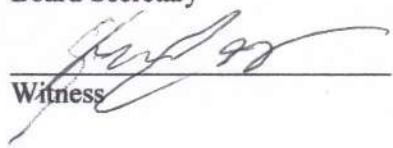
Section 3. Insurance. The Board of Directors shall provide for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

Section 4. Audit. At the close of each fiscal year, the accounts of the Corporation shall be audited by an independent auditor, who is either a Certified Public Accountant or a Registered Municipal Accountant, and who has expertise in accounting of tax-exempt organizations generally. The auditor shall be hired for this purpose by a majority vote of the members of the Board of Directors present at the regular public meeting at which the motion to hire the auditor is being considered. The audit shall be done in compliance with Delaware statutes governing Charter Schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations.

Section 5. Nondiscrimination Policy: The Delaware STEM Academy admits students of any race, color, national or ethnic origin, gender or sexual orientation to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnical origin, gender or sexual orientation in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

These By-laws were adopted by the Board of Directors at its meeting held on July 29, 2013.


Judy McKinney Cherry CECD
Board Secretary


Witness