

Exhibit "A"

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
ARTICLES OF CORPORATION**

In compliance with the requirements of the Nonprofit Corporation Law of 1988, as amended, 15 Pa. C.S.A. §5306, the undersigned, all of whom are individuals of full age, desiring to form a nonprofit corporation, do hereby certify:

1. Name. The name of the corporation is: The Philadelphia School Teacher's Reimbursement Fund.
2. Address. The location and post-office address of the corporation's initial registered office in this Commonwealth is:
3. Purposes. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, and the Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The nature of the activities to be conducted, and the purpose shall be exclusively to reimburse personal money spent by teachers of the Philadelphia School District for the purchase of supplies, materials, and equipment needed for their classrooms consistent with Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent tax laws of the United States. The Corporation is empowered to do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania.
4. Term of Existence. The Corporation shall exist for a perpetual term.
5. Non-Stock. The Corporation shall not have or issue shares of stock, nor shall it pay dividends.
6. No Members. The Corporation shall have no members.
7. Governance. There shall be a Board of Trustees consisting of seven to fifteen

Members nominated by the Mayor of the City of Philadelphia and approved by the City Council of Philadelphia. All such Trustees shall be former teachers with a minimum of 5 years of classroom experience in Philadelphia; none shall be elected officials, or their staff. A quorum shall consist of a majority of the Trustees. The Trustees shall select their own Chairperson. The Trustees shall in their sole discretion determine whether and to what amount to reimburse teachers for qualified educational expenditures. The Trustees shall promulgate such criteria and procedures to regulate their reimbursement process.

Those procedures shall include at least the following requirements:

- (a) applicants shall be Philadelphia School District teachers; and
- (b) applicants shall apply directly to The Philadelphia School Teacher's Reimbursement Fund; and
- (c) reimbursements shall only be for expenses properly documented with receipts; and
- (d) reimbursements shall be made with regard to the socioeconomic status of the students to be benefitted; and
- (d) reimbursements shall not exceed \$5,000.00 per applicant per year.

8. Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, 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 Article 3 hereof. Except as may be permitted under the provisions of Section 501(h) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States, no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. Any other provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(a) and Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent tax laws of the United States; or (b) by a corporation, contributions to which are deductible under Section 170(a) and Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent tax laws of the United States.

9. Termination. Upon any dissolution or termination of the existence of the Corporation, all of its property and assets shall, after payment or making provision for payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, be delivered, conveyed and paid over, if accepted, to the City of Philadelphia for exclusively public purposes. If such property and assets are not so delivered, conveyed and paid over, then such property and assets shall be delivered, conveyed and paid over to such one or more qualified organizations as may be ordered by the court having jurisdiction of the dissolution and liquidation of the Corporation, pursuant to the appropriate subchapter of Chapter 59 of Title 15 of the Consolidated Pennsylvania Statutes. Any provision of law to the contrary notwithstanding, the Corporation shall not be merged or consolidated with any corporation other than a qualified organization. As used in this Article 8, the term “qualified organization” shall mean an organization described in either Section 501(c)(3) or section 170(c)(1) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States (but only if the property delivered, conveyed and paid over to such organization described in Section 170(c)(1) is to be used for exclusively public purposes).

10. Incorporators. The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
James Francis Kenney, Mayor City of Philadelphia	205 City Hall Philadelphia, Pennsylvania 19107
Darrell L. Clarke, President City Council of Philadelphia	490 City Hall Philadelphia, Pennsylvania 19107

In testimony thereof, the incorporators have signed these Articles of Incorporation as of this day of , 20 .

JAMES FRANCIS KENNEY

DARRELL L. CLARKE

Filed in the Department of State on the day of , 20 .

Secretary of the Commonwealth