ARTICLES OF INCORPORATION

OF

GOODWILL LEADS, INC.

The undersigned incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), executes the following Articles of Incorporation:

ARTICLE I

Name

Name. The name of the Corporation is Goodwill LEADS, Inc.

ARTICLE II

Purposes and Powers

Type of Corporation. The Corporation is a public benefit corporation.

Purposes. The Corporation shall be organized and operated exclusively to conduct, support, encourage, and assist such charitable, educational, scientific, and other programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation is formed for the purpose of assisting and engaging in all activities which serve educational or charitable purposes which are permitted by the Act, and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of the Code. The primary purposes for which the Corporation is organized are limited as follows:

Educational and Charitable Purposes.

To provide educational opportunities designed to enable young people to prepare for productive adult lives; and

To develop, own and operate one or more charter schools, as that term is defined in Indiana Code Sections 20-5.5-1-1, et. seq.

Limitations on Powers. Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Sections l 70(c)(2)(B), 50l(c)(3), 2055(a)(2), and 2522(a)(2) of the Code.

Powers.Subject to the foregoing statement and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

Section 1. To continue as a corporation under its corporate name perpetually.

Section 2. To sue, be sued, complain, and defend in the Corporation's corporate name.

Section 3. To have a corporate seal or facsimile of a corporate seal, which may be altered at will, to use by impressing or affixing or in any other manner reproducing it. However, the use or impression of a corporate seal is not required and does not affect the validity of any instrument.

Section 4. To make or amend bylaws not inconsistent with the Corporation's Articles of Incorporation or with Indiana law for managing the affairs of the Corporation.

Section 5. To purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.

Section 6. To sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of the Corporation's property.

Section 7. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity.

Section 8. To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of the Corporation's obligations by mortgage or pledge of any of the Corporation's property, franchises, or income.

Section 9. To lend money, invest and reinvest the Corporation's funds, and receive and hold real and personal property as security for repayment, except as provided under applicable law.

Section 10. To be a promoter, a partner, a member, an associate or a manager of any partnership, joint venture, trust, or other entity.

Section 11. To conduct the Corporation's activities, locate offices, and exercise the powers granted to it inside or outside Indiana.

Section 12. To elect directors, elect and appoint officers, and appoint employees and agents of the Corporation, define the duties and fix the compensation of directors, officers, employees, and agents.

Section 13. To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest.

Section 14. To have and exercise powers of a trustee as permitted by law, including those set forth in Indiana Code Section 30-4-3-3 as it may be amended from time to time.

Section 15. To purchase and maintain insurance on behalf of any individual who:

(a) is or was a director, an officer, an employee, or an agent of the Corporation; or

(b) is or was serving at the request of the Corporation as a director, an officer, an employee, or an agent of another entity

against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Corporation would have power to indemnify the individual against the same liability under applicable law.

Section 16. To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation.

Section 17. To cease its activities and to dissolve and surrender its corporate franchise.

Section 18. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Limitations Upon Powers. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a member, Director, Officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a member, Director or Officer to the Corporation. Except as otherwise permitted by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene in (including the publication 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 conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 50l(c)(3) of the Code

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Registered Office and Registered Agent

Registered Office. The street address of the registered office of the Corporation is:

1805 Western Ave

South Bend, IN 46619

Registered Agent. The name of the registered agent of the Corporation is Debie M. Coble. The undersigned Incorporators represent that the registered agent named in these Articles of Incorporation has consented to the appointment of registered agent for the Corporation.

ARTICLE V

Members

Membership. The Corporation shall not have members.

ARTICLE VI

Incorporator

Name and Address of Incorporators. The name and address of the incorporators are as follows:

Debie M. Coble, President/CEO of Goodwill Industries of Michiana, Inc.

Anthony Allison, Chairman of Goodwill Industries of Central Indiana, Inc.

1805 Western Ave.

South Bend, IN 46619

ARTICLE VU

Provisions for Regulation of Business and Conduct of Affairs of the Corporation

Management of Corporation. The affairs of the Corporation shall be managed and controlled by the Board of Directors of the Corporation. The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Code of Bylaws of the Corporation (the "Bylaws") at a number no smaller than five (5).

Initial Board of Directors. The names and addresses of the members of the initial Board of Directors of the Corporation, who shall serve for terms as specified in or fixed in accordance with the Bylaws, are as follows:

	Name	Address
1.	James Summers	12980 State Road 23, Suite F Granger, Indiana 46560
2.	Rob Staley	717 S. Michigan Street South Bend, Indiana 46614
3.	Anne- Carol Nash	59725 Lee Road South Bend, Indiana 46614
4.	Joe Barkman	330 Lakeview Drive Goshen, Indiana 46528
5.	Rolla Baumgartner	1610 Eastview Drive Niles, Michigan 49120
6.	Debbie M. Coble	1805 Western Avenue South Bend, Indiana 46619

Election of Directors. The directors of the Corporation, other than the members of the initial Board of Directors, shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws.

Director Liability. No director of the Corporation shall be liable for any of its obligations.

ByLaws. The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the ByLaws of the Corporation as provided therein.

Limitation on Powers of the Board of Directors. Notwithstanding any contrary provisions in these Articles, neither the members nor the Board of Directors shall have the power

or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(c)(3) of the Code.

Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, however, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying the Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code.

ARTICLE VIII

Restrictions Applicable if the Corporation Is Or Becomes A Private Foundation

Restrictions. Notwithstanding anything contained in the Articles of Incorporation to the contrary, in the event and if for any reason the Corporation should fail to qualify as a "public charity" and is classified as a "private foundation" as that term is defined in Section 509(a) of the Code, then and in such event and in order to comply with Section 508(e) of the Code, and for so long as the Corporation may be deemed to be a "private foundation," the powers and activities of the Corporation in accomplishing the foregoing purposes shall be specifically subject to the following requirements, restrictions and limitations:

Self Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 494l(d) of the Code;

Mandatory Distributions. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

Jeopardizing Investments. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IX

Indemnification

of Indemnity. The Corporation shall indemnify every person who is or was a director or officer of the Corporation (each of which, together with such person's heirs, estate, executors, administrators and personal representatives, is hereinafter referred to as an "Indemnitee") against all liability to the fullest extent permitted by Indiana Code 23-17-16; provided, that such person is determined in the manner specified by Indiana Code 23-17-16 to have met the standard of conduct specified in Indiana Code 23-17-16. The Corporation shall, to the fullest extent permitted by Indiana Code 23-17-16, pay for or reimburse the reasonable expenses incurred by every Indemnitee who is a party to a proceeding in advance of final disposition of the proceeding, in the manner specified by Indiana Code 23-17-16. The foregoing indemnification and advance of expenses for each Indemnitee shall apply to service in the Indemnitee's official capacity with the Corporation, and to service at the Corporation's request, while also acting in an official capacity with the Corporation, as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

Binding Nature. The provisions of this Article shall be binding upon any successor to the Corporation so that each Indemnitee shall be in the same position with respect to any resulting, surviving, or succeeding entity as the Indemnitee would have been had the separate legal existence of the Corporation continued; provided, that unless expressly provided or agreed otherwise, this sentence shall be applicable only to an Indemnitee acting in an official capacity or in another capacity described in Section 9.01 prior to termination of the separate legal existence of the Corporation. The foregoing provisions shall be deemed to create a contract right for the benefit of every Indemnitee if (a) any act or omission complained of in a proceeding against the Indemnitee, (b) any portion of a proceeding, or (c) any determination or assessment of liability, occurs while this Article is in effect.

Interpretation. All references in this Article to Indiana Code 23-17-16 shall be deemed to include any amendment or successor thereto. When a word or phrase used in this paragraph is defined in Indiana Code 23-17-16, such word or phrase shall have the same meaning in this Article that it has in Indiana Code 23-17-16. Nothing contained in this Article shall limit or preclude the exercise of any right relating to indemnification or advance of expenses to any Indemnitee or the ability of the Corporation to otherwise indemnify or advance expenses to any Indemnitee.

Severability. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. If any court holds any word, clause, or sentence of this paragraph invalid, the court is authorized and empowered to rewrite these provisions to achieve their purpose to the extent possible.

ARTICLEX

Dissolution

Dissolution. In the event of dissolution of the Corporation, assets remammg after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, by the Board of Directors as follows:

(1) any remaining assets shall be distributed first to satisfy outstanding payroll obligations for employees of the Corporation, then to creditors of the Corporation, then any outstanding debt to the common school fund; and

(2) any remaining funds originally received from the Indiana Department of Education or any Indiana public school corporation shall be returned to the Indiana Department of Education or to the Indiana public school corporation from which the funds originated, to be used for exclusively public purposes not more than thirty (30) days after dissolution; and

(3) all other assets shall be distributed to the United States, the State of Indiana, the municipality in which the registered office of the Corporation is located, or any instrumentality or subdivision thereof, or to any nonprofit corporation, trust, foundation or other organization that is organized for nonprofit educational purposes and which, at the time of transfer, is exempt from Federal income taxation under Section 501(c)(3) of the Code, as may be selected by the Board of Directors; provided, however, that any transfer to a governmental entity shall be used for exclusively public purposes.

Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of the County in which the registered office of the Corporation is located, exclusively for

such tax-exempt purposes or to such tax-exempt organizations as the Court shall determine. No member (other than a member that is exempt from Federal income taxation under Section 501(c)(3)), Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

ARTICLE XI

Definitions

Definitions. Any reference made herein to a Section of the "Code" shall include that Section of the Internal Revenue Code of 1986, as well as (**1**) any subsequent amendments thereto; (2) the corresponding provisions in any recodification of the Internal Revenue Code; and (3) the Treasury Regulations promulgated under such Section.

IN WITNESS WHEREOF, the undersigned Incorporators and Registered Agent hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 1st day of August, 2014.

Debie M. Coble, Incorporator

Anthony Allison, Incorporator