

**THE BUFFALO ACADEMY OF SCHOLARS
PROVISIONAL CHARTER**

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of July 20, 2015.

Voted, that

1. A provisional charter valid for a term of three years is granted incorporating Ludvik Karl, Christina Karl, Margaret Keller-Cogan, Ryan Glaser, Robert Glaser and their associates and successors as an education corporation under the corporate name of The Buffalo Academy of Scholars located in Buffalo, county of Erie, and state of New York.

2. The purposes for which such corporation is formed is:

To operate a kindergarten and grades one through twelve school.

3. The persons named as incorporators shall constitute the first board of trustees. The board shall have power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than twenty-five nor less than five.

4. The names and post office addresses of the first trustees are as follows:

Ludvik Karl
4745 Goodrich Road
Clarence, NY 14031-2401

Christina Karl
4745 Goodrich Road
Clarence, NY 14031-2401

Margaret Keller-Cogan
424 Linwood Avenue
Buffalo, NY 14209-1629

Ryan Glaser
4624 Brentwood Drive
Williamsville, NY 14221

Robert Glaser
5039 Shale Bluff
Clarence, NY 14031-2401

5. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, as defined in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), and no part of the net earnings or net income shall inure to the benefit of any member, trustee, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

6. 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 of 1986 (or the corresponding provision of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code).

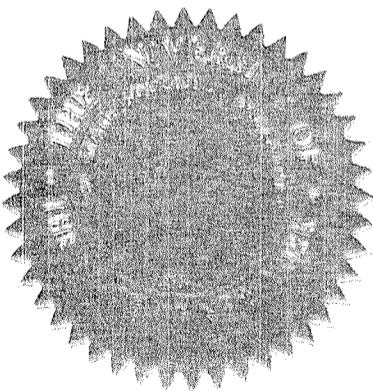
7. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future Federal tax code, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by the statutory provision) and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

8. Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.

9. The principal office of the corporation shall be located at 434 Delaware Avenue, Buffalo, New York 14202.

10. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

11. Such provisional charter will be made absolute if, within three years after the date when this charter is granted, the corporation shall acquire resources and equipment which are available for its use and support and which are sufficient and suitable for its chartered purposes in the judgment of the Regents of the University, and shall be maintaining an institution of educational usefulness and character satisfactory to the Regents. Prior to the expiration of said three-year period, an application for the extension of such provisional charter or for an absolute charter will be entertained by the Regents, but in the event that such application is not made, then at the expiration of said term of three years, and upon notice by the Regents, such provisional charter shall terminate and become void and shall be surrendered to the Regents.



Granted, July 20, 2015 by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 26,326.

Chancellor

President of the University and
Commissioner of Education