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May 11, 2016

Caroline Education Community International Public School Academy
Board of Directors, Public School Academy
%: 1629 K Street, NW; Suite 300
Washington DC 20006

Re: "Letter of Opinion"

Articles for Caroline Education Community International Public School Academy,

Dear Members, Board of Trustees, Public School Academy:

As requested, I have reviewed the requirements of the Michigan Law to have Articles of Incorporation issued for a school in Michigan. The Michigan General Corporation Act, under MCL 450.171, requires every educational corporation, before being authorized to file its Articles of Incorporation, to obtain written approval from the Michigan Department of Education as to the adequacy of the proposed school. Certain requirements under the statute are 1) space; 2) educational programs; 3) teaching facilities; 4) staff and 5) certain capital requirements.

The Articles comprising the Education Corporation School charter cannot be issued unless approved by the Michigan Board of Education. Attached are copies of the original Articles. The name is stated in those Articles as Caroline Education Community International Public School Academy (CECI PSA) and the authorizing body for the corporation is the Bay Mills Community College Board of Trustees.

In order for these documents to have been filed, the CECI PSA would have had to be considered a school using the criteria above. In relationship to all the requirements of MCL

450.171, CECI PSA does meet the requirements of the statute to be classified as an educational corporation.

Respectfully,

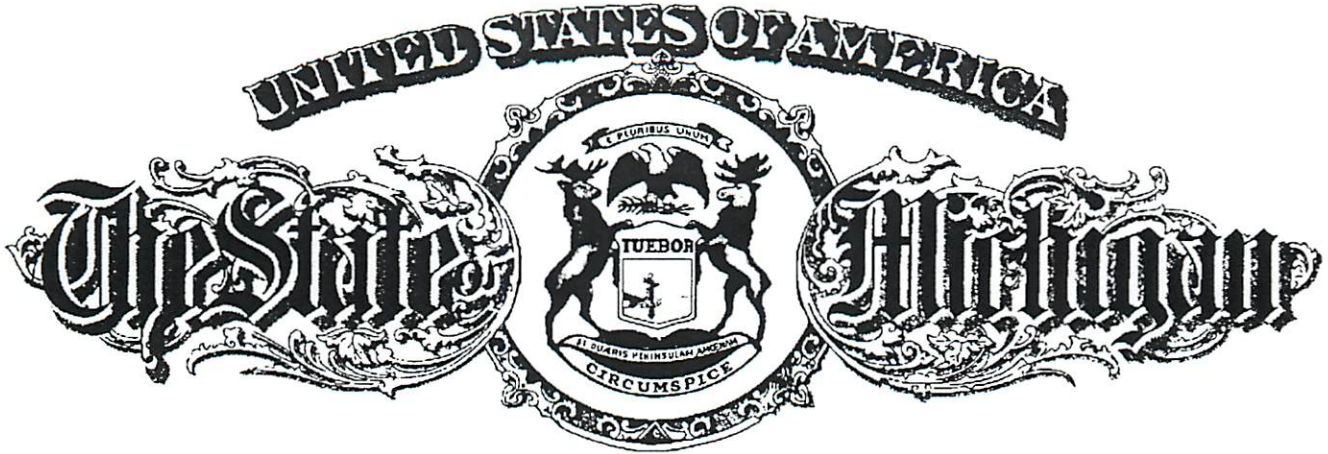


Kevin M. Bannon, JD

KMB/kp
Enclosures:

Certificate of Good Standing
Public School Academy Education Corporation Charter

CC: Mel Blackwell
Vice President of the Schools & Libraries Program
Universal Service Administrative Company
2000 L Street NW | Suite 200
Washington, DC 20036



Department of Licensing and Regulatory Affairs

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 18th day of April, 2016

Julia Dale

Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau



(b)(6) Privacy, (b)(7)(C) Ent. Privacy

(b)(6) Privacy, (b)(7)(C) Ent. Privacy

DCS/CC-502 (Rev. 12/03)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES										
Date Received	(FOR BUREAU USE ONLY)									
JUL - 1 2004	<p>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p> <p style="text-align: right;">FILED JUL 02 2004</p> <p style="text-align: right;">Administrator BUREAU OF COMMERCIAL SERVICES</p> <p>EFFECTIVE DATE:</p>									
<table border="1"> <tr> <td colspan="3">Name Caroline Education Community International</td> </tr> <tr> <td colspan="3">Address 21700 Northwestern Hwy. Ste. 840</td> </tr> <tr> <td>City Southfield</td> <td>State Michigan</td> <td>Zip Code 48075</td> </tr> </table>		Name Caroline Education Community International			Address 21700 Northwestern Hwy. Ste. 840			City Southfield	State Michigan	Zip Code 48075
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Address 21700 Northwestern Hwy. Ste. 840										
City Southfield	State Michigan	Zip Code 48075								

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

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ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)



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Caroline Education Community International Public School Academy

Pursuant to the provisions of the Michigan Nonprofit Corporation Act No. 152 of the Public Act of 1982, as amended (the "Act"), being MCL 450.2101 to 450.3192, and Parts 6A and 6B of the Michigan School Code of 1976 (the "Code"), as amended, being sections 380.501 to 380.518 of the Michigan Compiled Laws, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Caroline Education Community International Public School Academy.

The authorizing body for this corporation is Bay Mills Community College Board of Trustees.

ARTICLE II

The purpose(s) for which the corporation is organized are:

- 1). The corporation is organized for the purpose(s) of operating as a Public School Academy in the state of Michigan pursuant to Parts 6A of the Code, being Sections 380.501 to 380.518 of the Michigan Compiled Laws, and Sections 380.502 of the Revised School Code of Act 451 of 1976.
- 2). The corporation, including all activities incident to its purposes, shall at all times be conducted so as to be a governmental entity pursuant to Section 115 of the United States Internal Revenue Code ("IRC") or any successor law. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activity not permitted to be carried on by a governmental instrumentally exempt from federal income tax under Section 115 of the IRC or by a nonprofit corporation organized under the laws of the State of Michigan and subject to a Contract authorized under the Code.
- 3). The corporation is organized for the purpose of a) improving pupil achievement for all pupils, including, but not limited to, educationally disadvantaged pupils, by improving the learning environment; b) stimulating invocative teaching methods; c) creating new professional opportunities for teachers in a new type of public school in which the school structure and educational program can be innovatively designed and managed by teachers at the school site level; d) achieving school accountability outcomes by placing full responsibility for performance at the school site level, and e) providing parents and pupils with greater choices among public schools, both within and outside their existing school districts.



ARTICLE III

The corporation is organized on a non-stock, directorship basis.

The value of assets that the corporation possesses are:

Real Property: None

Personal Property: None

The corporation is to be financed under the following general plan:

- a). State school aid payments received pursuant to the State School Aid Act of 1979 or any successor law.
- b). Federal funds.
- c). Donations
- d). Fees and charges permitted to be charged by public school academies.
- e). Other funds lawfully received.

The address of the initial registered office is 217000 Northwestern Hwy., Southfield, Michigan 48075.

The mailing address of the initial registered office is the same.

The name of the initial resident agent at the registered office is D.A. Klyce.

ARTICLE V

The name and address of the incorporator is as follows: C. Anne White, 21700 Northwestern Hwy., Suite 840, Southfield, Michigan 48075.

ARTICLE VI

The corporation is a governmental entity.



ARTICLE VII

Before execution of a contract to charter a public school academy between the corporation and the Bay Mills Community College Board of Trustees, the method of selection, length of term, and number of members of the Board of Directors of the corporation shall be approved by a resolution of the Board of Trustees of Bay Mills Community College (the College Boards") as required by the Code.

The members of the Board of Directors of the corporation shall be selected by the following method:

1. **METHOD OF SELECTION:** The initial Board of Directors shall be the individuals named in the resolution approved by the College Board. Subsequently, the Board of Directors of the corporation shall nominate a list of potential members of the Board of Directors equaling at least twice the number of vacancies of the Board.

The College Board shall select members from the list of nominees at its next regular meeting-taking place at least twenty (20) days following notification to the College Board of the nominees. When the nominations are forwarded to the College Board, they shall be accompanied by the nominees' resume and each nominee shall be available for interview by the College Board or its designee.

2. **LENGTH OF TERM:** The term of each member of the Board of Directors shall be three (3) years, except that of the members first appointed, 1/3 shall be appointed for a term of three years, 1/3 shall be appointed for a term of two years, and the remainder shall be appointed for a term of one year.
3. **NUMBER OF DIRECTORS:** The numbers of the Board of Directors of the corporation shall be five (5).
4. **QUALIFICATIONS:** The Board members of the corporation must include (i) a representative of the parents of children attending the school, and (ii) at least one professional educator, preferably a person with school administrative experience. The Board shall not include (i) members appointed or controlled by another profit or non-profit corporation; (ii) employees of Caroline Education Community International; or (iii) Bay Mills Community College officials, as representatives of Bay Mills Community College.

OATH: All members of the Board of Directors of the Corporation must file an acceptance of office with the College. All members of the Board of Directors of the corporation shall take the oath of office required by Section 512a(4)(b)(vi) of the Code.



ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, board, officers or other private persons, or organization organized and operated for a profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in article II hereof). Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a governmental entity exempt from Federal Income Tax under Section 115 of the IRC, or comparable provisions of any successor law.

Upon the 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 to the Authorizing Body or to such other governmental entities who are organized for similar purposes as set forth in Article II.

ARTICLE IX

The corporation and its incorporators, board members, officers, employees, and volunteers have governmental immunity as provided in Section 7 of Act No. 170 of the Public Acts of 1964, being Sections 591.1407 of the Michigan Compiled Laws.

ARTICLE X

These Articles of Incorporation shall take effect upon authorization of filing and shall not be amended except by the process provided in Article IX of the Contract executed by the corporation and Bay Mills Community College Board of Trustees. This process is as follows.

The corporation, by a majority vote of its Board of Directors then in office, may, at any time propose specific changes to these Articles of Incorporation or may propose a meeting to discuss potential revision to these Articles of Incorporation. The proposal will be made to the College Board through its designee. The College Board delegates to its President the review and approval of changes or amendments to these Articles of Incorporation. In the event that a proposed change is not accepted by the College President, the University Board shall consider and vote upon a change proposed by the corporation following an opportunity for a written and oral presentation to the College Board by the corporation.

The College Board, or an authorized designee, may at any time, propose specific changes to these Articles of Incorporation or may propose a meeting



to discuss potential revision. The corporation's Board of Directors may delegate to an officer of the corporation the review and negotiation of changes or amendments to these Articles of Incorporation.

Amendments to these Articles of Incorporation take effect only after they have been approved by the corporation's Directors then in office and by the College Board or its designee and filed with the Michigan Department of Commerce, Corporation and Securities Bureau. In addition, the corporation shall file with the amendment a copy of the College Board's or its designee's approval of the amendment.



ARTICLE XI

The Board of Directors shall have all the powers and duties permitted by law to manage the business, property and affairs of the corporation.

ARTICLE XII

The powers and duties of the corporation's officers are as follows:

Section I. **NUMBER.** The officers of the corporation shall be a President, Vice President, Secretary and a Treasurer, each of whom shall be selected by the Board of Directors. The Board of Directors may select one or more Assistants to the Secretary or Treasurer, and may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the corporation.

Section II. **PRESIDENT.** The President shall be the Chief Executive Officer of the corporation and shall be hired by the Board of Directors. Subject to the control of the Board of Directors, the President shall, in general, supervise and control all of the business and affairs of the corporation. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as the President shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. The agents and employees shall hold office at the discretion of the President.

The President shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, contracts, leases, reports and other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors. The President shall serve as the FOIA officer of the corporation. The President shall complete all required filings with the State Board of Education, State Department of Education, and the authorizing body. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. **VICE-PRESIDENT.** In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Board of Directors.



- Section 4. **SECRETARY.** The Secretary shall: (a) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose, (b) see that all notices, including those notices required under the Open Meetings Act, are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all authorized documents, (d) keep a register of the post office address of each Director, and (e) perform all duties incident to the office of Secretary and other duties assigned by the President or the Board.
- Section 5. **TREASURER.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation in such banks, trust companies or other depositories as shall be selected by the Board; (d) complete all required corporate filings; (e) assure that the responsibilities of the fiscal agent of the corporation are properly carried out; and (f) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- Section 6. **Assistants and Acting Officers.** The Assistants to the Secretary and Treasurer, if any, selected by the Board of Directors, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or Treasurer or by the President or the Board of Directors. The Board of Directors shall have the power to appoint any person to perform the duties of an office whenever for any reason it is impractical for such office to act personally. Such acting officer so appointed shall have the powers of and be subject to all the restrictions upon the officer to whose office the acting officer is so appointed except as the Board of Directors may be resolution otherwise determined.

ARTICLE XIII

The person responsible for the publication and filings required by Part 6B of the Code is the President.



ARTICLE XIV

Resolution**GOVERNANCE AND ACCOUNTABILITY****CAROLINE EDUCATION COMMUNITY INTERNATIONAL PUBLIC SCHOOL ACADEMY**

WHEREAS, over the last decade, the primary funding responsibility for Caroline Education Community International Public elementary/secondary schools is organized consistent with laws of the state of Michigan, and

WHEREAS, the enactment of Act 451 of 1976 Section 380.502, established an enhanced state role in determining and assessing common standards of organizational structure of public school academies and academic achievement for all public school students; and

WHEREAS, new mechanisms, including School Report Cards, the Michigan Education Assessment Program (MEAP) or an assessment instrument developed under section 1279 for a state-endorsed high school diploma, and admission policy and criteria that comply with section 504, have been created to hold school leaders, professional educators, school districts and schools accountable for the focus on and achievement of state-imposed standards; and

WHEREAS, in some national and state circles, a debate has ensued questioning the legitimacy of local governance, in particular, the appropriate role of the locally-elected school board in a public school system where funding, performance standard and assessment decisions are made at the state level; and

WHEREAS, the legislature has been inclined, to a greater degree than ever before, to impose its will over curriculum and course of instruction areas — decisions traditionally made by local school policy-makers and professional educators to reflect the unique needs and circumstances in each of their local communities.

NOW, THEREFORE, BE IT RESOLVED, that the Caroline Education Community International Board of Directors, working in concert with its other public school partners, including the state Superintendent of Public Instruction, State Board of Education, applicable School Administrators and Employee, and State of Michigan Education Association, and the Michigan Parent-Teacher Association, shall lead the effort to develop a *Charter for Public School Governance and Accountability* outlining the roles, responsibilities and accountability functions of each segment of public school governance; and

BE IT FURTHER RESOLVED, that the *Charter for Public School Governance and Accountability*, once developed and agreed to by the aforementioned organizations, shall be distributed to the membership of each organization, statewide elected officials and members of the Authorizing body

BE IT FURTHER RESOLVED, that Caroline Education Community International Public School Academy will comply with the provisions of the applicable laws pursuant to Section 380.502, act 451 of 1976, Michigan Compiled Laws, and with all other state law applicable to public bodies and with federal law applicable to public bodies or school districts.



Submitted by: Caroline Education Community Board of Directors
CECI Resolutions Committee Recommendation: Pass
CECI Board Action: Adopted, June 26, 2004

ARTICLE XV

ADMISSION POLICY AND CRITERIA CAROLINE EDUCATION COMMUNITY INTERNATIONAL

K-12 student population at CAROLINE EDUCATION COMMUNITY INTERNATIONAL SCHOOL SYSTEM is expected to increase. As the numbers increase, so do the issues concerning how to respond to this group.

It is speculated the reason for the increased number of students who are under the age of 18 is that there will be two segments of this group. One segment of students are currently attending K-12 schools: Middle high, Senior high, or Adult school. The other segment of those students are not attending K-12 schools.

Currently Attending K-12 Schools

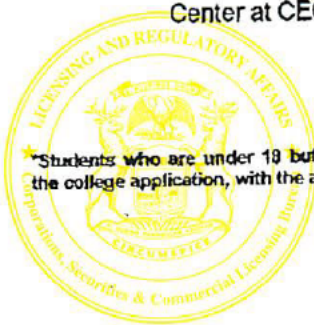
- Students enrolled in grades K -12, high school and adult school, must submit an application for admissions, and the CECL college application for admissions by a student in grades K-12.
 - Items 1 and 2 must submitted together.
 - A parent or a guardian must sign item 2.
 - Item 2 needs the "school information" section completed only if the student is requesting high school credit from a K-12 school.
 - In addition, K-8, middle-school and below must submit a copy of their transcript or the most recent grade report, and a letter of recommendation from the student's school (on letterhead stationary) describing how the student will benefit from instruction at CECL.

Remember that 9-12 students are limited to 12 units per semester.

Under 18 and Not Attending K-12 Schools

1. Advise students of the following:
 1. CECL has high school diploma program requirements.
 2. All classes taken at the College are for college credit only. In order to get high school credit, students must enroll in a K-12 program where counselors can evaluate high school transcripts and advise students of classes to take at the College.
 3. Students must submit a written request for a copy of their transcript, and submit transcripts to their high schools to receive high school credit.

Students may enroll in GED preparation classes through the Continuing Education Center at CECL.



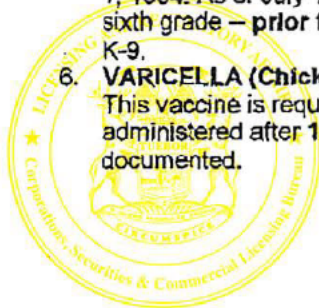
*Students who are under 18 but at least 16 may register for classes for admission by the K-12 school without completing the college application, with the approval of an Admissions and Records supervisor.

MATRICULATION PROCESS

AGE AND GRADE RANGE OF PUPILS ENROLLED:

A child must be *five years old on or before September 30* of the upcoming school year to enroll in kindergarten.

- A. The following guidelines are required for enrolling a student in a CECI public school academy:
1. A certified birth certificate is required of any student being admitted for the first time to any public school in Michigan.
 2. The student must be accompanied by a parent or legal guardian and must submit proof of address when registering at a new school.
 3. A student must present a social security number upon enrollment.
 4. No student shall be admitted for the first time to any kindergarten or elementary school in a Michigan school division unless the student furnishes a copy of a comprehensive physical examination from a qualified licensed physician or licensed nurse practitioner, performed no earlier than twelve months prior to the date the student first enters kindergarten or elementary school. When such a physical is performed for first-time entry to kindergarten, using the forms provided by school, a hemoglobin or hematocrit and a urine analysis **MUST** be completed and documented on the form, along with screenings for vision, hearing, and blood lead levels.
 5. If transferring from another school, school division, or from out of state, a copy of such an examination must be in the previous school's record and available upon request. The need for a physical examination does not apply to pupils entering secondary schools, although this report is often very beneficial.
 6. Michigan law requires proof of immunizations for all students entering a public school. Month, day, and year of immunizations must be reflected. Kindergartners, entering school for the first time, must have immunizations verified on standardized form provided by school. This form is available at all school offices.
- B. Immunization required of children prior to enrollment as a CECI Public School Academy Student.
1. **DPT** - A minimum of three doses, with at least one dose administered after the child's fourth birthday.
 2. **POLIO** - A minimum of three doses, with at least one dose administered after the student's fourth birthday. If four (or more) have been administered before the fourth birthday, no more are required for school entry.
 3. **MEASLES**
Rubella
 A minimum of one dose administered at age 12 months or older, usually in combination with rubeola and mumps - MMR.
Rubeola (Measles)
 Two doses of rubeola vaccine are required for all students enrolled in kindergarten through grade 12. The first dose must have been at age 12 months or older; the second dose no sooner than one month after the first dose.
 4. **MUMPS** - A minimum of one dose administered at age 12 months or older.
 5. **HEPATITIS B** - The series of three vaccines is required of all students born on or after January 1, 1994. As of July 1, 2001, the Hepatitis B series is also required of all students eligible for sixth grade - **prior to entry**. In 2004-2005, the Hepatitis B vaccine is required for all students, K-9.
 6. **VARICELLA (Chicken Pox)**
 This vaccine is required of all students born on or after January 1, 1997 and must have been administered after 12 months of age, unless the medical history and lab tests are officially documented.



A student whose immunizations are incomplete may be admitted conditionally, if the student provides documentary proof at the time of enrollment of having received at least one dose of the required immunization(s) accompanied by a schedule for completion of the remaining required dosage(s). At the time of enrollment, ALL immunizations must be as current and as up-to-date as possible. Enrollment and attendance can be delayed if compliance with immunization requirements is not met.

C. Routine immunizations for children are provided free of charge through the Michigan Department of Public Health.

D. School physicals and Immunizations are offered by appointment only through Physicians Services. Please have medical records, immunization records, military ID cards, and the standardized health form with you. This form is available at all school offices.



ARTICLE XVI

SCHOOL CALENDAR AND SCHOOL DAY

The Caroline Education Community International Public School Academy School Calendar shall commence the first Wednesday of September of any given year and terminate the second Friday of June of any given year.

Holidays and observances as authorized by the Board of Directors.

The Caroline Education Community International Public School Academy School Day shall commence at 8:00 am. to 4:00 pm. daily, Monday through Friday.



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 II hereof. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except as allowed under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), 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 of 1954, as amended (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 of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision 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, 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 of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes of this corporation 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 of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).



Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I (We, the incorporator(s) sign my (our) name(s) this 26th day of June, 2004
(b)(6) Privacy, (b)(7)(C) Ent. Privacy

