

ARTICLES OF INCORPORATION
OF
NORTHERN VIRGINIA EDUCATION FOUNDATION

2011 FEB 24 AM 11:14

The undersigned, all of whom are twenty one (21) years or older, pursuant to nonprofit foundation under the Non Stock Corporation Law of Virginia, do hereby set forth the following:

FIRST The name of this corporation is NORTHERN VIRGINIA EDUCATION FOUNDATION.

SECOND The purpose for which this corporation is formed, the specific and primary purpose being set forth in Paragraph [a] and [b] below, are:

[a] More specifically and without limiting or expanding the foregoing, the purpose of the Foundation is to promote, maintain, and conduct educational institutions for academic, scientific, and professional education and learning.

[b] The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

[c] No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

[d] No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth.

[e] This corporation shall have and exercise any and all rights and powers which a corporation organized under the General Nonprofit Corporation Law of the State of Virginia may now or hereafter exercise, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in furtherance of its purposes as set forth in Subparagraphs [a] and [b] of this Article.

Foregoing statement of purposes shall be construed as a statement of both purposes and powers in each clause shall, except where otherwise expressed, be nowise limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

THIRD This Corporation is organized pursuant to the Nonprofit Corporation Law of the State of Virginia.

FOURTH The address of the principal office of the Corporation within the state of Virginia, located in Loudoun County is:

45566 Lakeside Dr Sterling VA 20165

FIFTH The name of the corporation's registered agent is Dr. Ali Gokce.
Dr. Gokce is an individual who is a resident of Virginia and an initial director of the corporation.
The corporation's initial registered office address, 45566 Lakeside Dr Sterling VA 20165.
The corporation's initial registered office address is identical to the business office of the initial registered agent.
The registered office is physically located in Loudoun county of Virginia.

SIXTH The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The directors constituting the initial board of directors shall hold office until the first annual election of directors. Directors shall select their successors. The authorized number of directors is three (3), and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Dr. Ali Gokce President	Dr. Mustafa Emin Sahin Vice President	Sinan Yildirim Secretary
45566 Lakeside Dr Sterling VA 20165	44267 Meandering Ter #403 Ashburn VA 20147	1204 S Washington ST # 705W Alexandria VA 22314

SEVENTH The authorized number and qualifications of members of this corporation, the different classes of membership, the property, voting and other rights and privileges of members, and the liability of members to dues or assessments and the method of collection thereof, shall be as set forth in the Bylaws of this corporation.

EIGHT Any action required or permitted to be taken by the Board of Directors under any provision of the General Nonprofit Corporation Law or the General Corporation Law of the State of Virginia may be taken without meeting, if all members of the Broad shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Broad.

NINTH The period of duration of the corporation shall be perpetual.

TENTH No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any other member or Director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of an Federal tax code).

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation and acknowledge that these Articles of Incorporation are their act and that to the best of their knowledge, information and belief, and under penalties of perjury, the matters and facts set forth herein are true in all material respects.

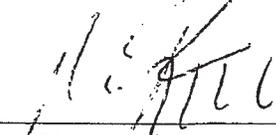
We have hereunto subscribed our names this 18 of February , 2011.

INCORPORATOR : Dr. Ali Gokce
Telephone (703) 421 9892



SIGNATURE

INCORPORATOR : Dr. Mustafa Emin Sahin



SIGNATURE

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 4, 2011

The State Corporation Commission has found the accompanying articles submitted on behalf of

NORTHERN VIRGINIA EDUCATION FOUNDATION

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

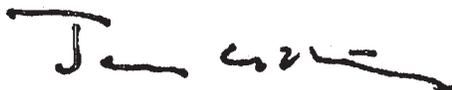
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective March 4, 2011.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

Commonwealth OF Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of NORTHERN VIRGINIA EDUCATION FOUNDATION on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
July 19, 2011*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

BYLAWS OF NORTHERN VIRGINIA EDUCATION FOUNDATION

ARTICLE I STRUCTURE

Section 1.1. Structure. Northern Virginia Education Foundation ("Corporation") is a non-stock, non-profit corporation organized under the Virginia Non-stock Corporation Act, Article 13.1 Chapter 10 of the Code of Virginia. The Articles of Incorporation of the Corporation were issued by the Office of the Clerk of the State Corporation Commission on March 4, 2011.

Section 1.2. Purposes. The Corporation is organized and is to be operated exclusively to carry out charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (the "Code"), including, but without limitation thereon: (a) to operate one or more public charter schools in Loudoun County, Virginia; (b) to exercise all rights and powers conferred by the laws of the Commonwealth of Virginia upon non-stock corporations, including, but without limitation thereon, to raise funds, to receive gifts, devises, bequests and contributions, in any form, and to use, apply, invest, and reinvest the principal and/or income there from or distribute the same for the above purposes; and (c) to engage in any other activity that is incidental to, connected with or in advancement of the foregoing purposes and that is within the definition of charitable and educational for purposes of Section 501(c)(3) of the Code, provided, the powers of the Corporation shall never be inconsistent with the purposes of the Corporation stated above or the Constitution of the United States or the Commonwealth of Virginia.

ARTICLE II OFFICES

Section 2.1. Principal Place of Business. The principal place of business of the Corporation shall be located in Loudoun County. The Corporation may have such other offices, within the Commonwealth of Virginia, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2.2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the Commonwealth of Virginia a registered office and a registered agent whose office is the Corporation's registered office. The Board of Directors may change the principal office from one location to another within the Commonwealth of Virginia by noting the changed address, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

ARTICLE III BOARD OF DIRECTORS

Section 3.1. Powers. The business, affairs and property of the Corporation shall be managed and controlled by the Board of Directors, and all corporate powers shall be vested in and exercised by the Board, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

Section 3.2. Number. The number of Directors constituting the initial Board of Directors shall be three (3). Thereafter the number of Directors may be increased or decreased from time to time by

resolution of the Board, provided that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director and provided further that the number of Directors shall never be less than three (3).

Section 3.3. Election and Terms of Office. Directors shall be elected by a majority vote of the Directors then in office. Directors shall hold office for three-year terms, with one-third of the Board being elected annually, and until their successors are elected and qualified, or until their earlier death, resignation or removal. No Director shall hold office for more than two consecutive three-year terms, provided, however, that a Director may be re-elected to the Board of Directors after having remained off the Board for one year after two consecutive three-year terms.

Section 3.4. Removal. Any or all of the Directors may be removed with or without cause by a majority vote of the entire Board at any special meeting of the Board called for that purpose.

Section 3.5. Resignation. Any Director may resign at any time by delivering written notice of his or her resignation to the Secretary or President of the Corporation. Such resignation shall become effective upon receipt thereof by the Secretary or President but the acceptance of such resignation shall not be necessary to make it effective.

Section 3.6. Vacancies. Any newly created directorships and any vacancies of the Board of Directors, arising at any time and from any cause, may be filled at any meeting of the Board of Directors by a majority of the Directors regardless of their number. Any Director so elected shall serve until the end of the term of office which he has been elected to fill and until his or her successor is elected and qualified.

Section 3.7. Meetings. The Board of Directors and the Corporation are subject to the Code of Virginia § 2.2-3707, and all meetings of the Board of Directors shall be held at the time and place provided in the notice prepared in compliance with the open meetings laws. The annual meeting of the Board shall be held in the month of June in each year, at a date, time and place fixed by the Board, for the election of officers and Directors and for the transaction of such business as may properly come before the meeting. Regular meetings of the Directors may be held at such time and place as shall from time to time be determined by the Board. Special meetings may be called at any time by the President or by the Secretary upon written request of one-third of all of the voting Directors.

Section 3.8. Notice of Meetings. In addition to any notice required under the open meetings laws, notice of the time and place of each regular, special or annual meeting of the Board, and, to the extent possible a written agenda stating all matters upon which action is proposed to be taken shall be given to each Director by personal delivery, facsimile, or regular mail, postage prepaid, at least 48 hours before the day on which the meeting is to be held; provided however, that notice of special meetings to discuss matters requiring prompt action may be given to him or her by telephone, confirmed in writing by facsimile, electronic mail, personal or overnight delivery, no less than 24 hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without

protesting prior thereto or at its commencement, the lack of notice to him or her. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 3.9. Quorum and Voting. Except as otherwise provided by law, a majority of the entire Board, shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or these Bylaws, the vote of a majority of the Board of Directors present at the time of a vote, if a quorum is present, at such time shall be the act of the Board.

Section 3.10. Action by the Board. To the extent permitted by law, any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time, provided such meeting and notice thereof comply with the open meetings laws. Participation by such meeting shall constitute presence in person at such meeting.

Section 3.11. Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other standing committees, each consisting of one or more Directors. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The President shall appoint the chairperson of each committee. To the extent permitted by law, any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, provided such meeting and notice thereof comply with the open meetings laws. Participation in a meeting by such means shall constitute presence in person at the meeting. Committee members shall maintain minutes of each meeting and shall file copies of the minutes with the corporate records. Such committees shall have all the powers delegated by the Board except that no committee shall have the power (a) to change the membership of, or to fill vacancies in, any committee of the Board, (b) to fix the compensation of Directors for serving on the Board or any committee of the Board, (c) to amend or repeal these Bylaws, or the Articles of Incorporation, or adopt any new Bylaws, (d) to adopt an agreement of merger or consolidation, (e) to recommend the sale, lease, or exchange of all or substantially all of the Corporation's assets and property to the membership, or (f) to exercise other powers specifically denied the committee by resolution of the Board of Directors or by law. Each committee and each member of each committee shall serve at the pleasure of the Board of Directors.

Section 3.12. Compensation. Persons serving as Directors or members of a committee shall not receive any salary or compensation for their services as Directors or committee members; provided, however, that nothing contained herein shall be construed as precluding any Director or committee member from receiving compensation in a reasonable amount for personal services rendered (other than services rendered as a Director or committee member) that are reasonable and necessary in carrying out the Corporation's purposes as the Board of Directors may from time to time determine. A

Director or committee member shall be entitled to reimbursement for reasonable expenses incurred by him or her in carrying out his or her duties as a Director.

ARTICLE IV OFFICERS AND EMPLOYEES

Section 4.1. Number. The officers of the Board shall be a President, Vice President, Secretary and Treasurer, and such other officers, if any, as the Board of Directors may from time to time appoint. Any two or more offices may be held by the same person, except the offices of President and Secretary, provided that no individual may act in more than one capacity where action of two or more officers is required.

Section 4.2. Election and Term. All officers shall be elected by the Directors at their annual meeting and shall hold office for the term of one year. Each officer shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 4.3. Resignation and Removal. An officer may resign by giving written notice of his or her resignation to the President or Secretary. Any officer may be removed, with or without cause, by a majority vote of the Board of Directors. A vacancy in any of such remaining offices shall be filled for the unexpired term by a majority vote of the Board.

Section 4.4. President. The President shall preside at all meetings of the Board of Directors, and shall have general charge and supervision of the administration of the affairs and business of the Corporation. He or she shall have the power to sign alone in the name of the Corporation all contracts authorized either generally or specifically by the Board of Directors, to execute and deliver other documents and instruments and to sign checks, drafts, notes and orders for the payment of money. The President shall also have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

Section 4.5. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President may have such powers and perform such duties as may be delegated thereunto by the President or prescribed by the Board of Directors.

Section 4.6. Secretary. The Secretary shall be responsible for the maintenance of an accurate record of all the minutes of all meetings of the Board of Directors and of any committees of which a secretary shall not have been appointed by the Board in books to be kept for that purpose; serve or cause to be served all notices of the Corporation; be custodian of the records (other than financial); and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board. In the event of absence or disability of the Secretary, the Board of Directors may appoint an Assistant Secretary to perform the duties of the Secretary during such absence or disability.

Section 4.7. Treasurer. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other

valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Treasurer shall keep proper books of accounts and other books showing at all times the amount of the funds and other property of the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors. The Treasurer shall submit a report of the accounts and financial condition of the Corporation at each annual meeting. He or she shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned by the Board. If required by the Board, the Treasurer shall give such security for the faithful performance of his or her duties as the Board may require.

Section 4.8. Compensation. Persons serving as officers shall not receive any salary or compensation for their services as officers; provided, however, that nothing contained herein shall be construed as precluding any officer from receiving compensation in a reasonable amount for personal services rendered (other than services rendered as an officer) that are reasonable and necessary in carrying out the Corporation's purposes as the Board of Directors may from time to time determine. An officer shall be entitled to reimbursement for reasonable expenses incurred by him or her in carrying out his or her duties as an officer.

Section 4.9. Employees and Other Agents. The Board of Directors may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

ARTICLE V MISCELLANEOUS

Section 5.1. Checks, Notes and Contracts. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation. For each of the Corporation's accounts, an officer and an employee designated by the Board of Directors shall have the authority individually to sign all bills, notes, receipts, acceptances, endorsements and checks of the Corporation in an amount up to, and including, \$10,000.00. The designated officer and employee shall cosign all bills, notes, receipts, acceptances, endorsements and checks of the Corporation in an amount over \$10,000.00.

Section 5.2. Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 5.3. Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

Section 5.4. Amendments. These Bylaws may be amended at any meeting of the Board of Directors by a vote of the majority of the entire Board of Directors.

ARTICLE VI CONFLICTS OF INTEREST

Section 6.1. Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 6.2. Definitions.

(a) Interested Person. Any Director, principal officer, or member of a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family —

- (1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- (2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 6.3. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts relating thereto to the Board of Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts relating thereto, and after any discussion thereof, the interested person shall leave the Board of Directors or committee meeting while the financial interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation at the Board of Directors or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(2) The Chairman of the Board or chairman of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

(1) If the Board of Directors or a committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board of Directors or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 6.4. Records of Proceedings. The minutes of the Board of Directors and all committees with Board-delegated powers shall contain —

(a) Names of Persons with Financial Interest. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.

(b) Names of Persons Present. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 6.5. Compensation Committees. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 6.6. Annual Statements. Each Director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person —

- (a) Receipt. Has received a copy of the conflicts of interest policy.
- (b) Read and Understands. Has read and understands the policy.
- (c) Agrees to Comply. Has agreed to comply with the policy.
- (d) Tax Exemption. Understands that the Corporation is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6.7. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Corporation may conduct periodic review.

Section 6.8. Non-discriminatory Practices. The Board of Directors of the corporation shall not base admission on intellectual ability, measures of achievement of aptitude, athletic ability, or discriminate on the basis of ethnicity, national origin, race, gender, sexual orientation, or disability.