

ARTICLES OF INCORPORATION
OF
INTERNATIONAL SOCIETY OF THE LEARNING SCIENCES, INC.

The undersigned incorporator, in order to form a nonprofit corporate entity under the Georgia Non-Profit Corporation Code, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation shall be **International Society of the Learning Sciences, Inc.**

ARTICLE II

PURPOSE

This Corporation is organized exclusively for scientific and educational purposes, more specifically to promote the communication of scientific research in the interdisciplinary field of the learning sciences. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes. In furtherance of such purposes, the Corporation shall have full power and authority:

To own, fund, maintain, and operate an educational organization as its board members may decide;

To solicit, receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income and principal of the funds exclusively for owning, maintaining and operating an educational organization, either directly in accordance with the purposes outlined in this Article II, or by contributions or grants to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law; and

In general, to engage in any lawful business or perform all acts necessary or incidental to the above and to do whatever is deemed necessary, useful, or advisable, directly or indirectly, to carry out any of the purposes of the Corporation as set forth in these Articles of Incorporation, including exercise of all the rights, powers and privileges which are nor or which may hereafter be conferred upon corporations organized under the Non-Profit Corporation Code (within and subject to the limitation of Section 501(c)(3) of the Code).

The Corporation shall serve only such purposes and functions, and shall engage only in such activities as are consistent with the purposes set forth in this Article IV and are entitled to charitable status under Section 501(c)(3) of the Code.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

1. The Corporation shall have no stock or stockholders, and shall pay no dividends.
2. 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 and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
3. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
4. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Code, or corresponding section of any future federal tax code.

ARTICLE IV

DURATION

The Corporation shall have perpetual duration.

ARTICLE V

MEMBERSHIP/BOARD OF DIRECTORS

The Corporation shall have members, as defined in the corporation's bylaws. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation.

The initial number of Directors constituting the first Board of Directors is three (3). The initial Directors' names and addresses are as follows:

Christopher Hoadley	Address
Timothy Koschmann	Address
Janet Kolodner	Address

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI PERSONAL LIABILITY

No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty or any duty as a Director; provided, however, that this Article shall not eliminate or limit the liability of a Director to the extent provided by applicable law (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit. If the Georgia Non-Profit Corporation Code is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of each Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Non-Profit Corporation Code, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendments, repeal or adoption of any inconsistent provision.

ARTICLE VII DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such a manner as the Board of Directors may determine, or shall distribute such assets to such organization or organizations organized and operated exclusively for charitable, educational, scientific or literary purposes, which shall at the time qualify as exempt under Section 501(c)(3) of the Code as the Board of Directors may determine. The Senior Judge of the Superior Court of Fulton County, Georgia, shall dispose of any assets not so disposed of exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such tax-exempt purposes, as the Court shall determine.

ARTICLE VIII

REGISTERED OFFICE

The address of the initial registered office of the Corporation is in Fulton County at 11625 Rainwater Drive, Suite 350, Alpharetta, Georgia, 30004, and the initial registered agent of the Corporation at such address is J. Christopher Miller.

ARTICLE IX

INCORPORATOR

The names and addresses of the incorporator of the Corporation is:

J. Christopher Miller, Esq.
11625 Rainwater Drive, Suite 350
Alpharetta, Georgia 30004

ARTICLE X

PRINCIPAL OFFICE

The principal mailing address of the Corporation is:

c/o Janet Kolodner, College of Computing
801 Atlanta Drive
Atlanta, Georgia 30332-0280

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ____th day of _____, 2002

J. Christopher Miller, Esq.
Incorporator