

ARTICLES OF INCORPORATION OF
AGILE CHARITIES SOFTWARE DEVELOPMENT AND CONSULTING, INC.

The undersigned, a citizen of the United States, and going forward as Directors are added, such Directors will be a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Virginia, do hereby certify under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

ARTICLE I

NAME

1.01 Name

The name of this Corporation shall be Agile Charities Software Development and Consulting, Inc. ("Agile Charities" or "the Corporation" hereafter.) The business of the corporation will be conducted as Agile Charities Software Development and Consulting, Inc., as to all legal and contractual obligations, but in common usage will be abbreviated to Agile Charities for expediency purposes.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

MISSION, PURPOSE AND POWERS

3.01 Mission and Purpose

Agile Charities is a non-profit corporation and shall operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Agile Charities purpose is to educate, coordinate and provide aid exclusively for charitable, educational, scientific, literary, and research purposes throughout the United States and abroad.

Our mission and purpose is to:

- 1) aid our nation and the world by concentrating on workforce development issues involving information, communications and technology (ICT) as related to software development and consulting. We develop underserved, underemployed, unexposed, underprivileged and marginalized demographic groups who have insufficient opportunity to advance themselves. Demographic groups that will comprise our primary focus will include, but are not limited to:
 - a. The long-term unemployed
 - b. Hispanic, or Latino
 - c. Black or African American
 - d. Native American or Alaska Native
 - e. Asian American
 - f. Native Hawaiians or Other Pacific Islander
 - g. Other racial minorities
 - h. Veterans
 - i. 50+ year old adults
 - j. Females
 - k. Adults at risk for abuse, battery, or domestic violence
 - l. LGBT, Lesbian, gay, bisexual, and transgender
 - m. Offenders and ex-offenders
 - n. At-risk youth and adults
 - o. Autism spectrum youth and adults, and other handicapped
 - p. Kindergarten through 12th grade learners
 - q. The poor, lower income, and economically disadvantaged

- 2) increase the pool of talent available in the US and the world at large for software development work in Science, Technology, Engineering and Math (STEM) in addressing an ongoing lack of available, diverse technical talent; the areas of computer engineering, computer science, information systems, information technology, artificial intelligence, big data, data analytics, applied mathematics, and robotics, include but are not limited to the sum of our efforts.

Our beliefs are that:

We can provide a more meaningful life to marginalized members of our society who are Science, Technology, Engineering and Math (STEM) disenfranchised. We also believe that there are many more individuals that will choose a career within the STEM software development community with the right exposure, encouragement, and training.

Based on our core beliefs, Agile Charities' intends to:

- find, actively encourage, educate, and develop as many individuals in STEM areas as possible

- make sure that as many individuals as possible have equal access to quality education
- increase the numbers and diversity of individuals employed in Agile software development
- foster career growth and develop leaders
- create positive social impact and build cultural awareness
- create capacity and self-sufficiency for individuals
- impact communities and lessen reliance on the social safety net
- lessen the burden of local, state and federal government
- aid in the elimination of prejudice and discrimination
- advance science in the area of software development specifically, and STEM in general
- combat juvenile delinquency
- act as an aid in developing a means for K-12 primary and secondary schools to incorporate software programming skills into teaching curriculum
- practice and use extensively Agile methodologies and closely related software development methodologies that emphasize collaborative, self-organizing, cross functional teams involving adaptive planning, evolutionary development, early delivery, continuous improvement and rapid and flexible response to change, are superior and worth propagating.

Based on our beliefs, we:

- actively develop Agile, and other software development methodologies by engaging, developing, teaching, giving lectures, sharing knowledge and best practices, interacting with industry experts, and consulting with and for not-for-profit, and for-profit organizations.
- hold fundraising events, public outreach campaigns and major gifts campaigns and solicit grants, gifts, and donations.
- engage in social enterprise based resource development by locating, developing, and providing both software projects and positions for our constituents within and outside of Agile Charities.

- engage in commercial activities such as providing both staff augmentation, project outsourcing, custom software development, data analytics, and management consulting services to both profit and non-profit organizations to produce net income to be used to promote our social mission of gaining employment for our constituents. These commercial activities include, but are not limited to the foregoing.
- may seek to collaborate with other 501(c) (3) non-profit organizations operated exclusively for educational and charitable purposes.
- at times, per the discretion of the Board of Directors, may provide internships or volunteer opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any, and all lawful acts, which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

3.03 Public Benefit

Agile Charities is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Agile Charities is organized exclusively for charitable and educational purposes 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, or corresponding section of any future federal tax code. No part of the net earnings of Agile Charities 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 purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue 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 Internal Revenue Code, or corresponding section of any future federal tax code.

Agile Charities is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or Director of this corporation shall be personally liable for the debts or obligations of Agile Charities of any nature whatsoever, nor shall any of the property or assets of the officers or Directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Agile Charities, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Agile Charities hereunder shall be selected by:

- The discretion of a majority of the managing body of Agile Charities, or
- If its Directors cannot so agree one (1) or more of its managing body will verify a petition that contain such statements as reasonably indicate the applicability of this section.
- The recipient organization shall then be selected pursuant to a verified petition in equity filed in a Court of Competent Jurisdiction of Henrico County, Virginia in which the principal office of the court corporation is then located.
- The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to similar organizations located within the Commonwealth of Virginia.
- Assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- Upon the dissolution of the corporation,
- In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court

shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Virginia to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its, Directors, officers or other private person or individual, 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 III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Agile Charities shall be governed by its Board of Directors, who will be responsible for voting themselves into the office of Director in the manner described below in Article VI, Membership and Governance.

5.02 Initial Directors

The initial Director of the corporation shall be John Dennis Bragg, Jr., a citizen of the United States of America and a resident of Henrico County, Virginia.

ARTICLE VI

MEMBERSHIP AND GOVERNANCE

6.01 Membership

Agile Charities shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws and these Articles of Incorporation as to elections.

6.02 Director Elections

- The Board of Directors are responsible for electing themselves into office.
- The majority of Directors on the Board of Directors chooses the Chairman of the Board by majority vote.
- Four additional Directors will be elected directly by the initial Director, Dennis Bragg to the Board of Directors. The terms of office will be staggered.
- The Chief Executive Officer (CEO) will always be an ex officio voting member of the Board of Directors, unless a three quarters majority Director's vote, including only non ex officio Directors of the Board, votes to remove the Chief Executive Officer as a Director .on the Board.
- Should the CEO be removed by a three quarter or greater Director vote the board must elect another Director to a will have a term of 1 year and will be in Class I board term.
- The board of Directors will always be an odd number, from an initial 1, to 3 and up, but not to exceed 15 Directors.
- **The Directors are initially appointed, and thereafter, elect their successors to the Board of Directors by majority vote on a staggered yearly basis of one-third of board positions per year.**
- Any Director can be removed at any time by a two thirds or greater majority vote of the board of Directors.
- The **first and second** Director appointed by the initial Director will have a term of 3 years and will be in Class III board term.
- The **third and fourth Directors** appointed by the initial Director will have a term of 2 years and be in Class II board term.
- The **sixth and seventh Directors**, if added, will be elected by the full board of five Directors and will have a term of office for 1 year and be in Class I.
- The **eighth and ninth Directors**, if added, will be elected by the full board of seven Directors and will have a term of office for 3 years and be in Class III board term.

- The **tenth and eleventh Directors**, if added, will be elected by the full board of nine Directors and will have a term of office for 2 years and be in Class II board term.
- The **twelfth and thirteenth Directors**, if added, will be elected by the full board of eleven Directors and will have a term of office for 1 year and be in Class I board term.
- The **fourteenth and fifteenth Directors**, if added, will be elected by the full board of thirteen Directors and will have a term of office for 3 years and be in Class III board term.
- Each Director facing election in their Class I, II, or III will thereafter be elected for a 2 year term of office on the Board of Directors. This method allows for approximately one board vote each year that encompasses approximately one third of the non ex officio Directors on the Board.
- Directors running for a second consecutive term must win a three quarters majority vote from the Directors and this vote will be confidential.
- No non ex officio Director may serve more than two consecutive terms, except in the case of a unanimous vote by the entire current Directors to keep them as a Director, and this vote shall be confidential.
- Directors, having left the board, must wait a minimum of one year before being elected back onto the Board of Directors. This vote will be confidential and must be by a three quarters or greater majority vote of Directors.

6.03 Board of Director Decisions

Board of Director decision making will be decided by consensus, but if necessary as a last resort, the majority vote of the board approves all decisions not otherwise designated, such as Director Elections. This method of Board decision making fits the culture of Agile Charities' decision to adapt the Agile Scrum methodology for decisions.

Rational: Unlike parliamentary procedure, which results in an up-or-down, yes-or-no vote, the consensus process allows for, and encourages, a continuum of responses. At one end is strong endorsement: "Great idea. I love it!" At the other end is strong disagreement: "It's a horrible idea, and I'll do everything I can to block it."

The consensus spectrum allows for more subtle reactions: "I like it pretty well" to "I don't like it, but I can live with it" to "I disagree, but if you're all in favor, I won't stand in the way." This is an intuitive way to make decisions, since it reflects how most of us make shared choices in our daily lives.

In the traditional consensus model, one person has the power to block the decision if

they strongly disagree. If the board is unable to create a compromise to satisfy the blocker, they may call for a majority vote as a last resort. This is sometimes known as "modified consensus."

The use of consensus decision making is often time consuming and requires patience and persistence. On the other hand, it creates a more informal and equitable environment where everyone's voice is valued. This, from an organization that prides itself on use of the bottom up scrum methodology, is an excellent trade-off.

6.04 Non-voting affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliate' rights, privileges, and obligations.

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

ARTICLE VII

COMPENSATION

7.01 Board Compensation

The Board of Directors are all volunteers and are not compensated, excluding reasonable reimbursement of, or allowance of expenses actually incurred, in the performance of their duties. Section 501(c) (3) contains excess benefits rules, which bar board directors and officers from profiting from their positions within a nonprofit organization. Agile Charities will follow these federal rules and Virginia State law as to compensation for Board Directors.

Should a Board Director, other than the ex officio CEO, wish to be paid for services they must resign from the Board.

7.02 CEO Compensation

The CEO's pay, no matter how large Agile Charities grows, cannot exceed 15 times the average wages paid to a FTE of 1.0 equivalent worker at Agile Charities. This is following the rough guidelines set by Peter Drucker back in 2008. Should an organization widen the pay much beyond 25 times the equivalent FTE of 1.0 equivalent worker, Drucker asserted, it makes it difficult to foster the kind of teamwork that most

businesses require to succeed.” Rick Wartzman, director of the Drucker Institute, explained this assertion in an article for BusinessWeek in 2008 and, more recently, in a letter to the SEC. Agile Charities plans on following these top-stops for executive pay no matter how large our organization grows.

7.03 Arms-Length CEO Compensation

The CEO, when a member of the Board, will refrain from discussions and votes about his or her own CEO pay package. Also, a majority of those Directors voting on the package cannot have any relation to him or her, by blood, marriage or outside business.

ARTICLE VIII

ORGANIZATION’S MISSION FOCUS

8.01 Agile Charities Focus

Agile Charities does not focus on or base our strategy on making money, nor do we make it the center of our plans or even start our planning with financial returns in mind. We start with the performance of our mission as set forth by ARTICLE III, 3.01 Mission and Purpose. The requirements of our mission are always foremost in our minds and is the primary focus of our actions.

ARTICLE IX

AMENDMENTS

9.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ARTICLE X

ADDRESSES OF THE CORPORATION

10.01 Corporate Mailing Address

The full mailing address of the corporation’s registered office is located in Henrico, Virginia at:

5409 Falmouth Street
Richmond, VA 23230-2101

10.02 Corporate Physical Address

The Corporate Physical address of the corporation’s office is located in Henrico, Virginia at:

5409 Falmouth Street
Richmond, VA 23230-2101

ARTICLE XI

APPOINTMENT OF REGISTERED AGENT

11.01 Registered Agent

The registered agent, John Dennis Bragg, Jr., is a resident of Virginia and an initial Director of the corporation.

The full mailing address of the registered office located in Henrico County, Virginia is:

John Dennis Bragg, Jr.
5409 Falmouth Street
Richmond, VA 23230-2101

ARTICLE XII

INCORPORATOR

12.01 Registered Agent

The incorporator of the corporation is as follows:

John Dennis Bragg, Jr.
5409 Falmouth Street
Richmond, VA 23230-2101

12.02 Certificate of Adoption of Articles of Incorporation

I, the undersigned, do hereby certify that the above stated Articles of Incorporation of Agile Charities was approved by me acting as the Board of Directors on July 27, 2015 and constitutes a complete copy of Articles of Incorporation of Agile Charities.

Name, addresses and signature of original Director and incorporator.

I, John Dennis Bragg, Jr., am the original Director, and incorporator for Agile Charities.

Original Director: _____

Date: _____

12.03 Acknowledgment of Initial Director, as Virginia Resident and Registered Agent

I, John Dennis Bragg, Jr. hereby warrant that I am a resident citizen of Henrico County, Virginia and that I was born in Clinton, South Carolina and am a natural born United

States citizen in good standing and eligible to serve on the Board of Directors and to be appointed as Registered Agent for Agile Charities.

Signed: _____

Date: _____

12.04 Acknowledgment of Consent to Appointment as Registered Agent

I, John Dennis Bragg, Jr. agree to be the registered agent for Agile Charities as appointed herein.

Registered Agent: _____

Date: _____