Date of this notice: 06-04-2010

Employer Identification Number: 27-2781246

Form: SS-4

Number of this notice: CP 575 E

CHALLENGER LEARNING CENTER OF VERMONT 100 THUNDERBIRD DR SWANTON, VT 05488

For assistance you may call us at: 1-800-829-4933

IF YOU WRITE, ATTACH THE STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 27-2781246. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, Tax Exempt Status for Your Organization, has details on the application process, as well as information on returns you may need to file. To apply for formal recognition of tax-exempt status, most organizations will need to complete either Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, or Form 1024, Application for Recognition of Exemption Under Section 501(a). Submit the completed form, all applicable attachments, and the required user fee to:

Internal Revenue Service PO Box 192 Covington, KY 41012-0192

The Pension Protection Act of 2006 contains numerous changes to the tax law provisions affecting tax-exempt organizations, including an annual electronic notification requirement (Form 990-N) for organizations not required to file an annual information return (Form 990 or Form 990-EZ). Additionally, if you are required to file an annual information return, you may be required to file it electronically. Please refer to the Charities & Non-Profits page at www.irs.gov for the most current information on your filing requirements and on provisions of the Pension Protection Act of 2006 that may affect you.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

Date: MAY 2 7 2011

THE CHALLENGER LEARNING CENTER OF VERMONT INCORPORATED

100 THUNDERBIRD DR

SWANTON, VT 05488

Employer Identification Number: 27-2781246 DLN: 101083010 Contact Person: RACHEL M LEIFHEIT ID# 31617 Contact Telephone Number: (877) 829-5500 Accounting Period Ending: June 30 Public Charity Status: 509(a)(2) Form 990 Required: Effective Date of Exemption: April 13, 2010 Contribution Deductibility: Addendum Applies:

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Sincerely,

Lois G. Lerner

Director, Exempt Organizations

Enclosure: Publication 4221-PC

Letter 947 (DO/CG)

STATE OF VERMONT OFFICE OF SECRETARY OF STATE

Certificate of Amendment

I, James C. Condos, Vermont Secretary of State, do hereby certify that the attached is a true copy of the

ARTICLES OF AMENDMENT

for

THE CHALLENGER LEARNING CENTER OF VERMONT INCORPORATED

(SEE ATTACHED)

As filed in this department on May 2, 2011.

May 9, 2011

Given under my hand and the seal of the State of Vermont, at Montpelier, the State Capital

James C. Condes

James C. Condos Secretary of State



BY-LAWS OF THE CHALLENGER LEARNING CENTER OF VERMONT, INC.

ARTICLE I

NAME, OFFICE, PURPOSE

<u>Section 1</u>. <u>Name and Office</u>: The name of the Corporation shall be The Challenger Learning Center of Vermont, Inc. and the Corporation shall be organized and conducted in accordance with the laws of the State of Vermont. The office of the Corporation shall be located in Swanton, Vermont, or such other locations as may from time to time be determined by the Board of Directors.

<u>Section 2</u>. <u>Purpose</u>: The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, literary and charitable purposes within the meaning of Section 501(c)(3) of the Code of corresponding Section of any future tax code and to that end the Corporation shall, among other charitable purposes, operate and administer a Challenger Learning Center for space science education which will educate the general public as to the many facets of space exploration and science.

Mission Statement: The mission of the Challenger Learning Center for Space Science Education is to create a "scientifically literate population that can thrive in a world increasingly driven by information and technology." The vision for the future is to create a global community where students command their own destinies by developing skills in decision-making, teamwork, problem-solving, and communication. This vision is based on a realistic assessment of the skills needed for success in the 21st century by inspiring students to explore and learn.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue 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. (See Article XI for specifics on operation and dissolution.)

Section 3. Type of Non-Profit: This shall be a public benefit 501(c)(3) non-profit corporation.

<u>Section 6</u>. <u>Quorum</u>: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

<u>Section 7</u>. <u>Vacancies</u>: A vacancy in any office, or on the Board of Directors, because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired term.

ARTICLE III

OFFICERS

<u>Section 1</u>: <u>Officers</u>: The Officers of the Corporation shall be Chairperson, Vice-Chairperson, Treasurer and Secretary. The Board of Directors may appoint such officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of Chairperson and Secretary.

Section 2. Election: The Officers of the Corporation shall be elected at the annual meeting by the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. Officers will assume offices immediately upon election.

<u>Section 3</u>. <u>Removal</u>: Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment such removal is in the best interests of the Corporation.

<u>Section 4.</u> <u>Resignation</u>: A Board member may resign by writing to the Board Chairperson or Secretary.

Section 5. Chairperson: The Chairperson shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors, and may sign with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors

Nominating: Responsible for recommending new officers, presenting a slate of officers and recruiting replacements if a vacancy occurs. The Vice-Chairperson will chair the Nominating Committee and bring others in as necessary.

Executive: Responsible for attending to any issues that arise between Board meetings. Usually comprised of officers but can be smaller or larger as needed.

<u>Marketing and Resources</u>: Responsible for promoting the Challenger Learning Center of Vermont to the community and developing resources necessary for effective functioning.

Section 2. Committee Chairs: A member of each committee shall be elected Chair.

<u>Section 3. Vacancies</u>: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

<u>Section 4</u>. <u>Quorum</u>: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of the members present at a meeting at which a quorum is present shall be the act of the committee.

<u>Section 5</u>. <u>Rules</u>: Each committee may adopt rules for its own governance not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE V

Membership

Membership in The Challenger Learning Center of Vermont, Inc. is inclusive, allowing all members of the community who endorse its mission to join its efforts. Members are valued resources adding strength to advocacy and diversity while broadening skills and expertise within the board.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

<u>Section 1</u>. <u>Contracts</u>: The Board of Directors may authorize any officer or officers, agent or agents, of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver

ARTICLE XI

SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal Vermont".

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Vermont (Title 11B VSA) or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitle to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

OPERATION AND DISSOLUTION

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue 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.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any provisions of these By-Laws, this Corporation shall not carry on any 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, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Articles of Amendment Form

Vermont domestic nonprofits and cooperatives (T.11B, 10.05)

Vermont Secretary of State, 26 Terrace Street, Montpelier, VT 05609-1104 (802-828-2386)

CORPORATE NAME: The Challenger Learning Center of Vermont Incorporated

TEXT & DATE OF AMENDMENT(S):

Said organization is organized exclusively for charitable, religious, educational, and scientific 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 for the latest code.

APPROVAL BY DIRECTORS OR INCORPORATORS:

Timothy Smith, Cindy Bernier, Richard Thompson, Maria Dana Dezotell, Stephen McKenzie, Steven Salls, Dena St. Amour, Lise MacDonald, Brian McCarthy, Karen Luneau, William Karstens, Jacqui Hood, Richard McVicker, Tariq Quadir, Jeffrey Benay

APPROVAL BY MEMBERS: Please (a) include the designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and number of votes of each class indisputably voting. Then, (b) enter either the total number of votes cast for and against the amendment by each class entitled to vote separately or the total number of undisputed votes cast by each class and a statement that the number cast by each class was sufficient for approval by that class.

	There	are	15	Board	Members	who	are	entitled	to	vote	on	the	amendment.	(As	listed
(a)	above))													

There were 15 votes cast. The vote was 15 for the amendment and 0 against the (b) amendment.

APPROVAL BY OTHER PERSON(S): If approval for amendment is needed by some person(s) other than the members, the board or the incorporators, state below that the approval was obtained.

INDICATE THE PURPOSE HERE: Educational

Printed name

Stephen F. McKenzie

Title Board Member

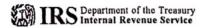
2

FEE: \$25.00

File in duplicate with a self-addressed envelope.

Email or phone contact:

Date 04/28/11



DGDEN UT 84201-0046

In reply refer to: 0423261453 Aug. 08, 2016 LTR 252C 0 27-2781246 000000 00

00003485

BODC: TE

STEM CHALLENGE INITIATIVE PO BOX 1099

ST ALBANS VT 05478 > make check
payable to
payable to

041310

Taxpayer Identification Number: 27-2781246 name change

Dear Taxpayer:

Thank you for your Form 990-EZ.

We have changed the name on your account as requested. The number shown above is valid for use on all tax documents.

If you need forms, schedules, or publications, you may get them by visiting the IRS website at www.irs.gov or by calling toll-free at 1-800-TAX-FORM (1-800-829-3676).

If you have any questions, please call us toll free at 1-877-829-5500.

If you prefer, you may write to us at the address shown at the top of the first page of this letter.

Whenever you write, please include this letter and, in the spaces below, give us your telephone number with the hours we can reach you. Also, you may want to keep a copy of this letter for your records.

Telephone	Number	()	Hours
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Sincerely yours,

Nicole T. Salazar

Dept. Manager, Code & Edit/Entity 3

Enclosure(s): Copy of this letter