ENTERED 10/16/02

RECEIVED SEP 13 2002 By MB

ARIZONA STATE BOARD FOR CHARTER SCHOOLS
4105 N. 20th St. Suite 280, Phoenix, Az. 85016
602-468-6369 Fax 602-468-1682

AMENDMENT REQUEST

New Education for the Workplace, Inc. (NEWCorp)
(Name of Charter School)

217 Escondido Ave., Suite 7, Vista, CA 92084
(Address)

Michael Hazelton (Contact Person's Name) 760-631-3410 (Phone Number) 760-631-3411 (Fax Number)

Only 1 amendment request per document. All amendments must be submitted, approved and signed by both parties before the school can take action on or implement the changes requested in the amendment. A COPY OF THE GOVERNING BOARD MINUTES FROM YOUR SCHOOL APPROVING THE AMENDMENT OR **CERTIFIED RESOLUTION MUST BE PROVIDED** WITH THIS REQUEST. PLEASE CHECK APPROPRIATE BOX

- [x] Change in legal status of the Charter Operator, change in the corporate name of the Charter Operator, change in ownership of the Charter Operator
- [ ] Changes in school description/mission
- [ ] Changes in grade levels served—must be accompanied by a curriculum sample
- [ ] Changes in school calendar involving the number of days of instruction
- [ ] Changes in curriculum or instruction
- [ ] Changes in methods used to measure pupil progress or changes in the percent of mastery
- [ ] Other (please explain)

The Arizona State Board for Charter Schools and _____ ("CONTRACTOR"), herein agree to amend the terms of Charter Contract as follows:

FROM: (Please denote exact wording from Charter Contract)

New Education for the Workplace, Inc. dba School for Integrated Academics and Technologies

CHANGE TO:

Arizona School for Integrated Academics and Technology, Inc.

CERTIFICATION OF RESOLUTION

The undersigned Charter Representative of NEWCorp (Charter School), hereby certifies that the foregoing change or amendment was adopted at a general/special meeting held on 8-20-02, the original of which resolution is a part of the governing body's minutes.

In witness whereof, CONTRACTOR has signed this Contract Amendment as of this 28th day of August, 2002
And the CHARTER BOARD has signed this contract amendment as of this 28th day of October, 2002
to take effect at such time as it is signed by both parties.

Michael R Hazelton
Charter Representative Signature

Kristen Donelson, Executive Director
Representative Signature for Arizona State Board for Charter Schools

08/15/01

School for Integrated Academics and Technologies
2' :ondido Avenue, Suite 7 * Vista, CA 92084
phone (760) 631-3409 * Fax (760) 631-3411
www.siatech.org

SCHOOLS

Arizona

Phoenix Job Corps Center
518 S. Third Street
Phoenix, AZ
(602) 258-3912

Acosta Job Corps Center
901 S. Campbell Avenue
Tucson, AZ 85719

Georgia

Atlanta Job Corp Center
239 West Lake Avenue, NW
Atlanta, GA 30314

PARTNERSHIPS

Guajome Park Academy,
New American High School,
217 Escondido Avenue
Vista, CA 92084

Somos Hermanas Unidas
254 East "E" Street
Colton, CA 02324

Gainesville Job Corps Ctr.
5301 NE 40th Terrace
Gainesville, Fl 32609

Homestead Job Corps Ctr.
12350 Southwest 285 Street
Homestead, Fl 33033

Jacksonville Job Corps Ctr.
205 West Third Street
Jacksonville, FL 32206

Miami Job Corps Center
3050 NW 183rd Street
Miami, FL 33056

Ms. Kristen Jordison
Executive Director
4105 N. 20th Street, Suite 280
Phoenix, Arizona 85016

October 3, 2002

Dear Ms. Jordison:

Please include this letter with New Education for the Workplace, Inc., application to amend the contract with the Arizona State Board for Charter Schools, where the Arizona School for Integrated Academics and Technologies, Inc. will assume all liabilities and assets of New Education for the Workplace, Inc.

Sincerely,

Michael R. Hazelton

Michael Hazleton
President

\Arizona\amend-attach ltr 10-01-02

NEW EDUCATION FOR THE WORKPLACE, INC.
SCHOOL FOR INTEGRATED ACADEMICS & TECHNOLOGIES

BOARD OF DIRECTORS MINUTES
TUESDAY, AUGUST 20, 2002
5:00 P.M.

GPA/NEWCORP VISTA OFFICE

Members Present: Mike Hazelton, Steve Halfaker, Mas Kameya, Dave Jenkins, Steve Hancock, Eileen Holmes, Dan Tilton

Members Absent: Linda Dawson, Ed Brown

Guests Present: Dave Jenkins, Tom Halfaker, Carla Skaggs

1. **Call Meeting to Order**
   Mike Hazelton called the meeting to order at approximately 5:25 p.m.

2. **Approval of Minutes from July 16, 2002**
   The Board reached consensus to approve the July 16, 2002 minutes.

3. **Approval of August 20, 2002 Agenda**
   The Board reached consensus to approve the August 20, 2002 agenda, with the addition of Personnel Policies 3.5, under New Business (Carla Skaggs).

3.5 **New Business**

a. Personnel Policies & Procedures (Carla Skaggs)
   Carla presented the revised Section IV – Personnel Policies and Procedures for approval.
   - Base Compensation – this whole section was revised due to change in salary structure for all SIATech employees.
   - Inservice & Compensation for Minimum Days – changed for clarification.
   - Suggestion to revise Section C.4. Proof of Illness **to read:** *"After an absence of a minimum of five (5) days due to illness, the Director of Human Resources or immediate supervisor will require a release to return to work from the employee's physician."*
   - #7. Industrial Accident/Illness Leave: Change leave from 6 months **to** *3 months.*
   - #9. Military Leave: Change from "up to six months" **to** *return to position to 30 days.*
   - #9. Military Leave: 2nd paragraph – change "not to exceed 180 days **to** "*not to exceed sixty (60) days.*"

- #12. Jury Duty and Witness Leave – change from 20 days **to** *10 days.*
- #14. Family and Medical Leave Act: - Change: "Leave taken under the five months **to** *thirty days* due to error in current policy.

The Board reached consensus to approve the above revised Section IV – Personnel Policies and Procedures.

4. **Follow-up Items**
   a. Potential Board Members
      - Tom questioned whether there are any GPA parents who have tech experience. Steve suggested Debbie Sheehan's husband who was a CIO.
      - **Board members will continue working on this.** This issue was postponed until the next meeting.

5. **Charter Updates**
   a. Arizona – Arizona corporation (Mike Hazelton)
      - Tom Halfaker and Dave Jenkins suggested the need for an Arizona Corporation. It was suggested to establish Arizona as an independent, non-profit organization, with NEWCorp as the outside vendor.
      - There was a recommendation to establish SIATech at Arizona.
      - After some discussion it was moved to start a second corporation (**SIATech at Arizona**) in Arizona. ***This motion was seconded and the Board reached consensus to approve a second corporation in Arizona.***
   b. Colton – Corporate structure (Mike Hazelton)
      - Steve presented several options for the Colton corporate structure. One option (Option 1) was that Mike Hazelton could establish an expanded program (including an IB and dual language program) in Colton and act as CEO. Mike would continue his duties at NEWCorp/SIATech for the next six months and start his new position as CEO for the CBO in January 2003.
      - Discussion centered on whether or not NEWCorp should look at this as an adjunct business or as a new business. There was a motion to approve the first option. ***The Board reached consensus to approve Option 1 – Separate Entity for the Colton corporate structure.***
   c. Florida – Corporation setup (Mike Hazelton)
      i. Jacksonville - Mike said that the Florida sites will be similar to the Atlanta setup. Mike also stated that the Florida charter looks very promising. This charter will be submitted by October 1, 2002. A committee will vote on this early November and then it will go to

the Board in December. SIATech would probably open in the Fall of 2003.

ii. Gainesville – slower to react

iii. Miami-Dade & Homestead (Homestead is part of Miami-Dade)

d. Georgia

i. Atlanta – Atlanta Job Corps open house is tomorrow, August 21, with state officials and other Georgia Job Corps centers and representatives in attendance. Linda Dawson is in Atlanta for this open house.

ii. Southern Georgia – still a possiblility.

e. Louisiana

- Louisiana wanted to set up a shell program to run our program and have SIATech grant diplomas. A letter was written to tell them we cannot do this at this time. **Linda Dawson will meet with Cres Ebarle to discuss this issue with her.**

f. Massachusetts (Mike Hazelton)

- Mike submitted three letters of intent to submit charters. Primary focus now is in Springfield (400 students).

g. Texas – Carrasco JCC, El Paso, Texas (Mike Hazelton) – on hold for now – charter cannot be submitted yet. First application available is in November, which will take approximately two years.

6. **Employee Incentive Plan** – Carla Skaggs (*Postponed*)

7. **New Business**

- *Add 'Pennsylvania' to New Business for the next meeting.*

8. **Adjournment**

The meeting was adjourned at approximately 7:30 p.m.

NEXT NEWCORP/SIATECH BOARD MEETING:
TUESDAY, SEPTEMBER 3, 2002
6:30 p.m.
GPA/NEWCORP VISTA OFFICE

Eileen Holmes

Eileen Holmes, Board Secretary

8/21/02

Date

Board Minutes taken by: Eileen Holmes

EXPEDITED
AZ CORP COMMISSION
FILED
1043126-8
AUG 26 11 32 AM '02
Mary Baines 8/26/02

ARTICLES OF INCORPORATION
OF
ARIZONA SCHOOL FOR INTEGRATED ACADEMICS AND TECHNOLOGIES, INC.
(a Tax-Exempt Arizona Nonprofit Corporation)

1. Name: The Name of the Corporation is: Arizona School for Integrated Academics and Technologies, Inc.

2. Purpose: The purpose for which the corporation is organized is: to provide a learning environment that will improve pupil achievement in the State of Arizona.

3. Character of Affairs: The character of affairs of the corporation will be: (1) to operate, guide, direct and promote the Arizona Schools for Integrated Academics and Technologies, Arizona charter schools, and (2) to perform and undertake any and all activities and functions, including soliciting contributions of money and property from the general public, as may be proper in connection with this corporation's general and specific purposes.

4. No part of the net earning 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 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 1986 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 1986 as amended (or the corresponding provisions of any future United States Internal Revenue Laws).

5. 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 its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the

corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

7. Board of Directors. The initial board of directors shall consist of ~~one~~ eight (8) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until their successors are elected and qualified are:

Ed Brown
4470 Sunburst Drive
Oceanside, CA 92056

Michael Hazelton
611 San Mario Drive
Solana Beach, CA 92075

Linda Dawson
3520 Jewell Street
San Diego, CA 92109

Eileen Holmes
7395 Park Village Road
San Diego, CA 92129

Stephen Halfaker
17631 Rancho De La Angel
Ramona, CA 92065

Masaru Kameya
4473 Sunburst Drive
Oceanside, CA 92056

Steve Hancock
11405 Port Rush Row
San Diego, CA 92128

Dan Tilton
1530 Marjorie Street
Oceanside, CA 92056

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

8. Known Place of Business. (In Arizona) The street address of the known place of business of the Corporation is:

c/o Pamela Smith
Educational Technology Consultants

P.O. Box 6243
Chandler, AZ 85224

1405 N. Dobson, Suite 9
Chandler, AZ 85224

9. Statutory Agent. (In Arizona) The name and address of the statutory agent of the Corporation is:

c/o Pamela Smith
Educational Technology Consultants

P.O. Box 6243	1405 N. Dobson, Suite 9
Chandler, AZ 85224	Chandler, AZ 85224

10. Incorporators. The name and address of the incorporator is:

Anne A. Lee, Esq.
c/o Foley & Lardner
402 W. Broadway, Suite 2300
San Diego, CA 92101

11. All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

12. ☒ (check this box, if this provision will apply to your corporation.)
DISCRIMINATION: The corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

13. MEMBERS (Check One)
The corporation ___X___ will _____will not have members.

EXECUTED this 21st day of August, 2002, by all of the incorporators.

Signed: Anne A. Lee
Anne A. Lee

PHONE: (619) 234-6655 FAX: (619) 234-3510

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 21st day of August, 2002.

Signed [illegible]
Pamela Smith
[Print Name Here]

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERV
PHILADELPHIA PA 19

DATE OF THIS NOTICE: 08 28 2002
NUMBER OF TH NOTICE: CP 575 C
EMPLOYER IDE FICATION NUMBER: 71-0900265
FORM: SS-4
0533749021 B W

FOR ASSISTANCE CALL US AT:
1-800-829-1040

ARIZONA SCHOOL FOR INTEGRATED
% DAVID JENKINS
217 ESCONDIDO AVE STE 7
VISTA CA 92084

OR WRITE TO THE ADDRESS
SHOWN AT THE TOP LEFT.

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)

Thank you for your Form SS-4, Application for Employer Identification Number (EIN). We assigned you EIN 71-0900265. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Use your complete name and EIN shown above on all federal tax forms, payments and related correspondence. If you use any variation in your name or EIN, it may cause a delay in processing and incorrect information in your account. It also could cause you to be assigned more than one EIN.

Based on the information shown on your Form SS-4, you must file the following forms(s) by the date we show.

Form 941 10/31/2002

Your assigned tax classification is based on information obtained from your Form SS-4. It is not a legal determination of your tax classification and is not binding on the IRS. If you want a determination on your tax classification, you may seek a private letter ruling from the IRS under the procedures set forth in Rev. Proc. 98-01, 1998-1 I.R.B. 7 (or the superceding revenue procedure for the year at issue).

If you need help in determining what your tax year is, you can get Publication 538, Accounting Periods and Methods, at your local IRS office.

If you have questions about the forms shown or the date they are due, you may call us at 1-800-829-1040 or write to us at the address shown above.

If you're required to deposit for employment taxes (Forms 941, 943, 940, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), we will send an initial supply of Federal Tax Deposit (FTD) coupon books within six weeks. You can use the enclosed coupons if you need to make a deposit before you receive your supply.

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

Arizona School for Integrated Academics and Technologies, Inc.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
   (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
   (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
   (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes_____ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes_____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:
1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
   (a) Was incorporated.
   (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is June 30.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Anne A. Lee DATE 8/23/02
TITLE Incorporator/Attorney

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.
CF: 0001 - Non-Profit
Rev: 9/00