AZ Corp. Commission

04021884

AZ CORPORATION COMMISSION
FILED

NOV 20 2012

FILE NO. 1804401 7

ARTICLES OF INCORPORATION

ALHAMBRA PREPARATORY ACADEMY
(Arizona Non-Profit, Tax Exempt Corporation)

We, the undersigned, associate ourselves together to form a non-profit private corporation under the laws of the State of Arizona and for that purpose adopt the following Articles of Incorporation.

ARTICLE I – CORPORATE NAME

The name of this Corporation shall be: ALHAMBRA PREPARATORY ACADEMY

ARTICLE II – PLACE OF BUSINESS

The principal office and place of transacting the business of the Corporation shall be 4514 W. Aster Dr., Glendale, Arizona 85304: however, its Board of Directors may meet for the transaction of business at such other places within the State of Arizona as the Directors may from time to time designate.

ARTICLE III – PURPOSE

The purpose for which this Corporation is organized is the transaction of any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. Said Corporation is organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law, as follows:

1. Preservation, restoration and educational activities related to Alhambra Preparatory Academy.
2. Alhambra Preparatory Academy will be self-governed with greater autonomy to operate free from district rules and collective bargaining agreements.
3. Alhambra Preparatory Academy will be accountable for meeting student achievement goals because their charter will be revoked for non-performance.
4. Alhambra Preparatory Academy gives parents and students a choice in seeking alternatives to public education.
5. Alhambra Preparatory Academy is the vanguard in improving and expanding opportunities within public education.

The foregoing enumeration of special powers shall not be deemed to limit or restrict the general powers of the Corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Arizona under

ARTICLE IV – INITIAL BUSINESS

The character of the affairs and business that the Corporation initially intends to conduct in this State is to take all such actions as may be appropriate to accomplish the purposes set forth above.

ARTICLE V – POWERS

No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered and to make payments and distributions in furtherance of the purposes set forth in article III hereof), and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to 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, or corresponding section or provision of any future United States Internal revenue law or federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue law or federal tax code.

ARTICLE VI – MEMBERSHIP

This Corporation will not have members.

ARTICLE VII – LIQUIDATION

Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or shall be distrusted to the federal government, or to state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the Superior Court of the County in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII – BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors whose number and term shall be provided in the Bylaws of the Corporation. The initial Board of Directors shall consist of three directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors, or until their successors are elected and qualified are:

Paula D. Wilson	4514 W. Aster Dr., Glendale, AZ 85304
Kerry P. Clark	10240 N. 86th St., Scottsdale, AZ 85258
Gordon M. Griller	8507 E. San Jacinto Dr., Scottsdale, AZ 85258

The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws.

Except as otherwise provided in these Articles of Incorporation, the Board of Directors, by a majority vote of those present at a duly-convened meeting, shall have the power to adopt, amend and rescind the Bylaws for the governing of the Corporation, to fill vacancies occurring in the Board of Directors, or in the offices of the corporation, from any cause, and to designate such powers and duties for said officers as they may be prescribed.

ARTICLE IX – EXEPTION OF PRIVATE PROPERTY

The incorporators, directors, officers, employees and agents of the Corporation and their property shall be forever exempt from liability or assessment for its depts., obligations or engagements.

ARTICLE X – ELIMINATION OF DIRECTORS' LIABILITY

The personal liability of the directors to the Corporation or its members for monetary damages for any action taken or failure to take any action as a director is eliminated to the fullest extent permitted by applicable law. Neither this provision nor any other provisions in these Articles shall eliminate or limit the liability of a director for any or the following;

A. The amount of a financial benefit received by a director to which the director is not entitled.
B. An intentional infliction of harm on the corporation.
C. A violation of A.R.S. § 10-3833 (liability for unlawful distributions).
D. An intentional violation of criminal law.
E. Corporation in an advisory capacity.

ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify a Director, Officer, committee member, employee or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. Fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trustor, other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Arizona as then in effect.

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

ARTICLE XII – INCORPORATORS

The names and addresses of the Incorporators are:

Paula D. Wilson	4514 W. Aster Dr., Glendale, AZ 85304
Name	Address
Kerry P. Clark	10240 N. 86th St., Scottsdale, AZ 85258
Name	Address

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.

ARTICLE XIII – STATUTORY AGENT

Name: Paula D. Wilson **Address:** 4514 W. Aster Dr., Glendale, AZ 85304

ARTICLE XIV – AMENDMENTS

These Articles of Incorporation may be amended from time to time only by a majority vote of the Board of Directors of the corporation present, in accordance with procedures set forth in the Bylaws of the Corporation, at a duly convened meeting called for that purpose, if a quorum is present and a notice is given as specified in the Bylaws of the Corporation.

ARTICLE XV – DISCRIMINATION

The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

IN WITNESS WHEREOF, we, the undersigned Incorporators, hereto set our hand this 14 day of November, 2012.

Paula Wilson

CONCENT TO ACT AS STATUTORY AGENT

I Paula D. Wilson, having been designated to act as statutory agent for ALHAMBRA PREPARATORY ACADEMY, hereby acknowledge, consent, and accept the appointment as statutory agent effective this 14 day of November, 2012, and I shall act in this capacity until removal or resignation is submitted in accordance with Arizona Revised Statutes.

Paula Wilson

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

   ALHAMBRA PREPARATORY ACADEMY

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____
   Find the A.C.C. file number on the upper corner of filed documents OR on our website at: http://www.azcc.gov/Divisions/Corporations

3. **Check only one of the following to indicate the type of Certificate:**
   - ☒ Initial (accompanies formation or registration documents)
   - ☐ Annual (credit unions and loan companies only)
   - ☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	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 signing of this certificate?	☐ Yes	☒ No
4.2	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 signing of this certificate?	☐ Yes	☒ No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	☐ Yes	☒ No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:		
5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership **of the other corporation**?	☐ Yes	☒ No
5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Paula D. Wilson
Name
4514 W. Aster Dr.
Address 1
Address 2
Glendale | AZ | 85304
City | State | Zip
Country: UNITED STATES

SIGNATURE – *see Instructions C003i:*

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Paula Wilson
Signature
Paula Wilson 11/14/12
Printed Name Date

REQUIRED – check only one:

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Kerry P. Clark
Name
10240 N. 86th St.
Address 1
Address 2
Scottsdale | AZ | 85258
City | State | Zip
Country: UNITED STATES

SIGNATURE – *see Instructions C003i:*

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature
Kerry Clark 11/14/12
Printed Name Date

REQUIRED – check only one:

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing) Expedited processing – add $35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.