TRANSFER CONTRACT
Charter Contract
Between
Arizona State Board for Charter Schools
And
Eastpointe High School, Inc.

1. **Parties:** The Arizona State Board for Charter Schools is authorized, pursuant to Arizona Revised Statutes ("A.R.S.") Title 15, Chapter 1, Article 8, to execute a Charter Contract transferring the charter of a Charter School to provide a learning environment to improve pupil achievement and to provide additional academic choices for parents and pupils.

A. This Charter Contract is entered into between Eastpointe High School, Inc. ("Charter Operator") and the Arizona State Board for Charter Schools for the purpose of transferring the Allsport Academy charter school site of the Charter Operator to a different charter under the Arizona State Board for Charter Schools.

B. The person authorized to sign and act on behalf of the Arizona State Board for Charter Schools is the President or Executive Director of the Arizona State Board for Charter Schools.

C. The person authorized to sign on behalf of the Charter Operator is Larry Simmons, ("Charter Representative").

D. The Charter Representative affirms as a condition of this Charter Contract, that he/she is the above-described representative of the Charter Operator and has legal authority to sign this Charter Contract on behalf of the Charter Operator.

E. Attached hereto as Attachment **A,** and incorporated herein by reference, is a copy of a resolution of the board of directors of a corporate entity, or a written agreement by the members or managers of a limited liability company or signed affidavit authorizing the individual listed above to sign documents, including this Charter Contract, or a written agreement of the individual persons comprising the entity stated in paragraph 1 A, on behalf of the Charter Operator.
Please initial _____

F. The Charter Representative affirms that on behalf of the Charter Operator, as a condition of this Charter Contract, that the For-Profit Corporation was duly authorized according to the laws of the State of Arizona. Attached as Attachment **A** and incorporated herein by reference is proof of the Charter Operator's legal formation, if the Charter Operator is not a natural person or persons.
Please initial _____

G. The Charter Representative further affirms that the Charter Operator is, and will remain, in good standing with the applicable regulatory body (e.g., for an Arizona Corporation, the Arizona Corporation Commission).

H. Attached hereto as Attachment **B/C,** and incorporated herein by reference, is a true and correct copy of the Transfer Application of the Charter Operator that was relied upon by the Arizona State Board for Charter Schools in granting this transfer Charter Contract and the Charter Operator's current charter contract with the Arizona State Board for Charter Schools for Allsport Academy charter school site.
Please initial _____

I. The parties agree that this Charter Contract will be effective on and after July 1, 2003. *Please initial*

2. **Purpose:** The Charter Operator shall provide educational services according to the educational standards established by law, the Charter Contract and the Application; shall measure pupil progress toward the pupil outcomes adopted by the Arizona State Board of Education; and shall participate in the assessment tests and the nationally standardized norm-referenced achievement tests designated by the Arizona State Board of Education and any other assessments required by the Arizona State Board for Charter Schools.

3. **Operation of the School:**

A. Neither party to this Charter Contract is the employee or agent of the other party.

B. Any change in the ownership of the Charter Operator, or change in the name of the Charter Operator, change in the Charter Representative, or change in membership of the board of directors of the operating corporate entity or the member (s) or manager(s) of the operating limited liability company or manager of the Charter Operator, requires that an amendment to the Charter Contract be approved following the process outlined in Paragraph 9.

C. No right or interest in this Charter Contract shall be assigned by anyone on behalf of the Charter Operator without prior written approval of the Arizona State Board for Charter Schools and delegation of any contractual duty of the Charter Operator shall not be made without prior written approval of the Arizona State Board for Charter Schools.

D. The Charter Operator must have a governing body pursuant to A.R.S. §15-183 (E) (8). The school shall comply with Arizona's Open Meeting Laws (A.R.S. §§ 38-431 to 431.09)

E. The School shall be nonsectarian in its programs, admission policies and employment practices and all other operations (A.R.S. 15-183(E)(2).

F. The Charter Operator shall comply with all federal and state laws relating to the education of children with disabilities in the same manner as a school district A.R.S. § 15-183(E)(7).

4. **Applicable Law:** The material and services provided by the Charter Operator under this charter contract shall comply with all applicable federal, state, and local laws and shall conform, in all respects, with the educational standards contained in its application and charter contract. This Charter Contract shall be interpreted pursuant to the laws of the State of Arizona.

5. **Sites:**

A. The School shall provide educational services, including the delivery of instruction, at the following location(s):

Allsport Academy
8570 East 22nd Street
Tucson, AZ 85710

B. The Charter Operator shall maintain either ownership of, a lease for, or other suitable agreement covering the use of all facilities, and shall ensure that the facilities comply with all state and local health and safety standards and other applicable laws, regulations and rules. ***Please initial*** ____.

6. **Term of Charter Contract pursuant to law A.R.S. § 15-183(I)**

A. An approved plan to transfer a charter school site is effective for fifteen (15) years from the first day of operation of the charter school site under the prior contract. For purposes of this Charter Contract, the first day of operation of Allsport Academy charter school site under the prior contract was September 27, 1999.

7. **Non-Availability of Funds:** Every payment obligation of the State of Arizona, under this Charter Contract, is conditioned upon the availability of funds appropriated or allocated for the payment of such obligations. If funds are not allocated and available for the continuance of this Charter Contract, the Arizona State Board for Charter Schools may terminate this Charter Contract at the end of the period for which funds are available. No liability shall accrue to the Arizona State Board for Charter Schools, nor the State of Arizona, nor any of its subdivisions, departments or divisions in the event this provision is exercised, and neither the State of Arizona nor Arizona State Board for Charter Schools shall be obligated or liable for any future payments or for any damages as a result of termination under this paragraph.

8. **Charter Contract Interpretation:**

A. Merger: The Charter Operator and the Arizona State Board for Charter Schools intend this Charter Contract, including all of the attachments, to represent a final and complete expression of their agreement; except that the parties recognize that amendments to the Charter Contract may be approved from time to time hereafter. No course of prior dealings between the parties shall supplement or explain any terms used in this document.

B. Waiver: Either party's failure to insist on strict performance of any term or condition of the Charter Contract shall not constitute a waiver of that term or condition, even if the party accepting or acquiescing in the nonconforming performance knows of the nature of the performance and fails to object to it.

C. Severability: The provisions of this Charter Contract are severable. Any term or condition deemed illegal or invalid shall not affect any other term or condition of the Charter Contract.

D. Assignment: Neither party may assign or transfer this charter contract unless authorized by law. No delegation of any duty of the charter operator shall be made without prior written permission of the Arizona State Board for Charter Schools.

9. **Amendments Requiring Board Approval:**

A. Pursuant to A.R.S. §15-183(G), any amendment to the Charter Contract will be effective only if approved in writing by the Charter Operator and the governing body at a public meeting. If the Charter Operator is a corporation, an amendment must be accompanied by a resolution of the governing body. If the Charter Operator is a limited liability company, an amendment must be accompanied by a written agreement of the majority of the members or managers. Any amendment to the charter contract must be approved in writing by the Arizona State Board for Charter Schools, before the Charter Operator can take action or implement the changes requested in the amendment.

B. All amendments must be submitted pursuant to any procedures or rules formulated by the Arizona State Board for Charter Schools.

C. Any Amendment to the Charter Contract not specifically listed in Paragraph Nine (9) or Ten (10) of the Charter Contract shall require the prior written approval of the Arizona State Board for Charter Schools as stated herein. ***Please initial*** ____.

Provisions requiring prior approval through the amendment process include:

- Change in legal status of the Charter Operator, change in the corporate name of the Charter Operator, change in the ownership of the Charter Operator
- Changes to School description/mission
- Changes in grade levels served
- Changes in the School calendar involving the number of instructional days
- Changes in curriculum or instruction
- Changes in the method(s) used to measure pupil progress or changes in % of mastery
- USFRCS exception
- Procurement exception

10. **Amendments Requiring Notification of Changes:**

A. Changes to the Charter Contract listed below do not require an amendment be made pursuant to Paragraph 9 and shall be accomplished through written notification. Amendments which can be accomplished through written notification become effective only when the notification is approved by the Charter Operator, Governing Body at a public meeting, and signed by both the President or the President's Designee of the Arizona State Board for Charter Schools and the Charter Representative.

B. The Charter Operator shall not implement action described by a notification of change until representatives of both parties sign the notification. The President of the Arizona State Board for Charter Schools or the President's Designee may require in his or her sole discretion that a notification be submitted to the Arizona State Board for Charter Schools for approval pursuant to paragraph 9.

Provisions requiring prior approval through the Notification process include:

- Change in Name, address, phone or fax number of Charter School and/or contact person
- Change in the names of additional persons authorized to act as a Charter Representative
- Change in members of the governing body of the corporate entity, members or managers
- of a Limited Liability Company or manager of the Charter Operator
- Change in School location (change of site and/or adding sites)
- Change in enrollment—necessary for school finance

11. **Insurance:** The Charter Operator shall obtain and maintain insurance in accordance with the laws of the state of Arizona.

A. Waiver of Rights: The Charter Operator and its insurers providing the required coverage's shall waive all rights of recovery against the State of Arizona and the Arizona State Board for Charter Schools and the Department of Education, their agents, officials, assignees and employees.

B. Verification: If requested, the Charter Operator shall provide the Arizona State Board for Charter Schools with copies of any or all of its insurance policies and/or endorsements.

12. **Management and Administration**: Except as provided in A.R.S. § 15, Chapter 1, Article 8 and this Charter Contract, the School and the Charter Operator are exempt from all Arizona statutes and rules relating to schools, governing boards and school districts to the extent permitted by law.

13. **The Charter Operator and the School:** Shall abide by all requirements of this charter contract, as well as state, federal and local laws applicable to the operation of the charter school.

    A. A.R.S. § 15-181(E)(1) requires that the Charter Operator shall comply with federal, state, and local rules, regulations and statutes relating to health, safety, civil rights and insurance. ***Please initial***_____.

14. **Indemnification and Acknowledgements:** The Charter Operator shall defend, indemnify, and hold harmless the State of Arizona, the Arizona State Board for Charter Schools, its officers, directors, agents and employees from any and all claims, demands, suits, actions, proceedings, loss, cost, and damages of every kind and description, including but not limited to attorneys' fees and/or litigation expenses which may be brought or made against or incurred by the State or the Arizona State Board for Charter Schools on account of any action of the Charter Operator, its employees, agents or assigns. The provisions or limits of insurance required under this contract shall not limit the liability of the Charter Operator.

    A. The parties acknowledge that neither the Arizona State Board for Charter Schools, nor the State of Arizona, nor its agencies, boards, commissions or division are liable for the debts or financial obligations of a charter school or persons or entities who operate charter schools.

    B. The parties acknowledge that, pursuant to law, the Arizona State Board for Charter Schools, its members, officers and employees are immune from personal liability for all acts done and actions taken in good faith within the scope of its authority during duly constituted regular and special meetings.

15. **Performance Indicators and Evaluation**: Applicable statutes (A.R.S. § 15-183 (E) (4) require that the Charter Operator shall complete and distribute as to each school site, the following:

    A. An annual report card, as prescribed in title 15, charter 7, article 3, in a format developed by the Arizona Department of Education.

    B. Outcome measures as directed by the Arizona State Board for Charter Schools.

16. **Financial Requirements**: The school has received an exception to the USFRCS and Procurement rules by its sponsor, as authorized by A.R.S. 15-183(E)(6), at a minimum, the school shall follow Generally Accepted Accounting Principles (GAAP). In addition, the school shall contract for at least an annual financial statement audit that meets the following conditions:

    - It is conducted by an independent certified public accountant; and
    - It is conducted in accordance with generally accepted governmental auditing standards; and
    - It complies with polices adopted by the Arizona State Board for Charter Schools.

    Please initial_____.

17. **Training:** Subsequent to the signing of this Charter Contract and prior to the Charter Operator's provision of educational instruction under this Charter Contract, the Charter Representative shall attend the full-day Special Education Training sponsored by the Arizona Department of Education, Exceptional Student Services.

18. **Technical Assistance Teams, Audits and Records:** The Charter Operator shall allow representatives from the Arizona State Board for Charter Schools, Arizona Department of Education and/or Arizona Auditor General to visit each school site at any reasonable time. The Charter Operator shall allow the representatives to conduct financial, program or compliance audits pursuant to law (A.R.S. § 15-183 (E)(6)).

    A. At any time upon request by a designee of the Arizona State Board for Charter Schools, the Arizona Department of Education and/or the Arizona Auditor General, the Charter Operator shall hold open for inspection and copying all records, all documents and all files relating to any activity or program provided by the Charter Operator relating to the School or by the School.

19. **Length of School Year:** The Charter Operator shall provide instruction for no less than the number of days required by statute or as stated in the Application, whichever is greater and meet the minimum hours of instruction (A.R.S. § 15-901(A)(2)(b)(i) AND (A)(2)(c).
Please initial _____

20. **Non-Renewal and Termination of the Charter Contract:**
The Arizona State Board for Charter Schools may revoke and/or not renew the Charter Contract pursuant to the provisions established by law and rules, for the Charter Operator's violation of the Charter Contract; violation of State, Federal or local laws, ordinances or rules or regulations; violation of GAAP; or for conditions which threaten the health, safety, or welfare of the students or staff of the School or of the general public.

21. **Employees and Contractors:** This Charter Contract is not an employment contract. No officer, employee, agent, or subcontractor of the Charter Operator or the School is an officer, employee, or agent of the Arizona State Board for Charter Schools or the State of Arizona.

22. **Non-Discrimination**: The Charter Operator shall comply with State Executive Order No. 99-4, which mandates that all persons, regardless of race, color, religion, sex, age, national origin or political affiliation, shall have equal access to employment opportunities, and all other applicable federal and state laws, rules and regulations, including the American with Disabilities Act and the Individuals with Disabilities Education Act. The Charter Operator shall take affirmative action to ensure that applicants for employment, employees and persons to whom it provides services are not discriminated against due to race, creed, color, religion, sex, national origin or disability.

23. **Affidavit, Disclosure and Permission**: The Charter Contract fully incorporates the Affidavit, Disclosure, and Permission Granted Form. ***Please initial*** _____

24. **Fingerprints:** The Charter Operator comply with the fingerprint requirements of A.R.S. § 15-183(C)(4).

    The Charter Operator is responsible for fingerprinting and maintaining up-to-date fingerprints of any and all Governing Body members. These must be maintained throughout the duration of this contract.

25. **Notices**: Any notice required, or permitted, under the Charter Contract shall be in writing and shall be effective immediately upon personal delivery, or three (3) days after mailing when sent by certified mail, to the following:

Charter Operator:

Larry Simmons, Charter Representative
Eastpointe High School, Inc.
8495 East Broadway
Tucson, AZ 85710

Arizona State Board for Charter Schools:

Kristen Jordison, Executive Director
Arizona State Board for Charter Schools
1700 West Washington Street, Room 164
Phoenix, AZ 850007

The Arizona State Board for Charter Schools may make changes in the address of its contact person upon notice thereof to the Charter Operator.

Executed this 5 day of June 2003.

By _____
Larry Simmons, Charter Representative for Eastpointe High School, Inc.

ARIZONA STATE BOARD FOR CHARTER SCHOOLS

Executed this 5th day of June 2003.

By Kristen Jordison, Executive Director
Kristen Jordison, Executive Director of the Arizona State Board for Charter Schools.

Attachment A

(Articles of Incorporation)

ARTICLE VII

MEMBERS

The Corporation shall not have members.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any person who may incur expenses by reason of the fact that he or she is or was an officer, director, employee, agent or member. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE IX

EXEMPT PROPERTY

All property of whatsoever kind and nature, real and personal, of the directors, officers, employees, agents and members of this Corporation or anyone connected therewith shall at all times be exempt from all Corporation liability and debts whatsoever.

ARTICLE X

EXEMPTION FROM LIABILITY

To the fullest extent allowed by law, each incorporator, officer, director, employee, agent of, or advisor to the corporation, shall be exempt from any liabilities of the corporation or any liabilities arising from services performed on behalf of the corporation. This exemption shall include any liability for monetary damages as a director or member of the corporation for breach of his/her fiduciary duty.

ARTICLE XI

INCORPORATORS

The names and addresses of the incorporators are:

Moses A. Montoya 4250 N. Swan Rd. Tucson, AZ 85718	Raquel Montoya 4250 N. Swan Rd. Tucson, AZ 85718	Aaron A. Montoya 3211 N. Craycroft Rd. Tucson, AZ 85712

ARTICLE XII

DIRECTORS

The names and addresses of each original director are:

Moses A. Montoya 4250 N. Swan Rd. Tucson, AZ 85718	Raquel Montoya 4250 N. Swan Rd. Tucson, AZ 85718	Aaron A. Montoya 3211 N. Craycroft Rd. Tucson, AZ 85712

ARTICLE XIII

PERSONAL LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director. Further, a director shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury while acting in good faith and within the scope of his official capacity. Neither this provision nor any other provisions in these Articles shall eliminate the liability of the director for any of the following:

1. Any breach of the director's duty of loyalty to the Corporation;

2. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;

3. Any violation of Arizona Revised Statues;

4. Any transaction from which the director derived an improper personal benefit.

ARTICLE XIV

TAX EXEMPT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 III. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including publication 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 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Sections 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE XV

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation in such 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 (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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI

AMENDMENT

These Articles may be amended by a vote of the majority of Board of Directors at any special or annual meeting in which a quorum is present, or by act without a meeting by two-thirds (2/3) vote of all of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our signatures this 15th day of June, 2009.

INCORPORATORS:

Moses A. Montoya

Raquel Montoya

Aaron A. Montoya

COMMISSIONERS
KRISTIN K. MAYES - Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

ARIZONA CORPORATION COMMISSION

MICHAEL P. KEARNS
Interim Executive Director

LINDA FISHER
Director, Corporations Division

June 18, 2009

RAQUEL MONTOYA
6211 E SPEEDWAY
TUCSON, AZ 85712

RE: ALLSPORT ACADEMY
File Number: 15334724

We are pleased to notify you that the Articles of Incorporation for the above-referenced entity HAVE BEEN APPROVED.

You must publish the Articles of Incorporation in their entirety. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is enclosed and is also available on the Commission website. Publication must be completed WITHIN 60 DAYS after June 18, 2009, which is the date the document was approved for filing by the Commission. The corporation may be subject to administrative dissolution if it fails to publish. [FileAffidavit]

Corporations must notify the Commission immediately, in writing, if they change their corporate address, statutory agent, or statutory agent address. Address change orders must be signed by a duly authorized corporate officer. A forwarding order placed with the U.S. Postal Service is not sufficient to change your address with the Commission.

We strongly recommend you periodically monitor your corporation's record with the Commission, which can be viewed at www.azcc.gov/Divisions/Corporations. If you have questions or need further information please contact us at (602) 542-3026 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,
Jeremiah Weiner
Examiner, Corporations Division

CF:04
REV. 01/2009

BYLAWS
OF
ALLSPORT ACADEMY
an Arizona Not-for-Profit Corporation

ARTICLE I
GENERAL PROVISIONS

Section 1. Name. The name of this corporation shall be Allsport Academy, an Arizona Not-for-Profit Corporation.

Section 2. Purpose. The purpose of this nonprofit corporation is more fully set forth in the Articles of Incorporation but generally is to operate a charter school.

ARTICLE II
PLACE OF BUSINESS

The principal place of business shall be 6211 E. Speedway Blvd., Tucson, AZ 85712, with branch offices at such places, either within or without the State of Arizona, as may be established from time to time by the board of directors or executive committee. The principal place of business may be changed by the executive committee at any time upon ratification by the board of directors.

ARTICLE III
MEMBERSHIP

The corporation shall not have or issue stock or have voting members as authorized by A.R.S. Sec. 10-3601. The corporation's business affairs shall be managed and carried out by the board of directors, executive committee and officers. The board of directors may establish from time to time membership classifications for the best interests of the corporation. The executive committee shall establish and amend from time to time such benefits, rules and regulations as it deems proper for such membership classifications established by the board. Members shall be subject to such rules and regulations, and shall be entitled to such benefits including any certificates of membership for which they may be eligible. Members shall be those persons shown as members on the books of the corporation.

Membership or certificates of membership cannot be transferred, sold, assigned or pledged except as provided by the rules and regulations established for such membership or certificate. The executive committee shall establish such qualifications and privileges of membership and the amount and frequency of payment of any dues for each membership classification. The executive committee shall establish any meetings for members, and the rules and regulations for conduct of the meetings, including all matters such as location, notice, proxy, quorum, and voting.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Corporate Powers. The board of directors shall have general policy charge, control and management of the affairs, funds and property of the corporation and shall have the power to amend the Articles of Incorporation and the power to adopt, amend and repeal Bylaws and to adopt necessary rules and regulations for the conduct of the affairs of the corporation as may from time to time seem proper, except as delegated to the executive committee in the Articles or these Bylaws.

Section 2. Quorum. A majority of the directors in office present in person or telephonically shall be necessary to constitute a quorum for the transaction of the business of the corporation, and the acts of a majority of the directors present in person or telephonically at a meeting at which a quorum is present shall be the acts of the board of directors, unless a larger vote is provided herein.

Section 3. Number of Directors. The board of directors shall consist of no less than three (3) individuals. The original board named in the Articles shall establish the initial number of directors which shall serve until any increase or decrease voted by the board. Any increase in the number of directors serving on the board shall require a majority vote of a quorum. The number of directors serving on the board may be decreased by a majority vote of a quorum provided that the number be not less than three (3) as required by A.R.S. Sec. 10-3803, or shorten the term of an incumbent director required by said section.

Section 4. Presiding Officer. The president of the corporation shall preside at all meetings of the board. In the absence of the president, the vice

president shall preside, and in the absence of the vice president, the board shall elect, as the first order of business, a chairman of the meeting.

Section 5. Nomination and Vacancies. A director shall serve for a period from the date of appointment until the next annual meeting of the board, unless earlier removal, resignation or other termination for any reason. Any existing director shall automatically be reappointed at the next annual meeting unless removed by the remaining directors as provided herein. A director may resign at any time by written notice given to the corporation. A director may be removed for any reason by a majority vote of the other directors. A nomination or appointment of a director to fill any vacancy on the board shall be made by a majority vote of the existing directors then serving on the board, at an annual meeting or special meeting held for such purpose. Any newly created directorship shall be deemed a vacancy. A person so elected to fill a vacancy shall serve until the next regular annual meeting of the board, at which time said person may automatically be reappointed or a successor may be elected in accordance with the procedure hereinabove set forth. Directors need not be a resident of Arizona or a member of the corporation.

Section 6. Meetings. Annual meetings of the board shall be held on the third Friday in June of each year. Special meetings of the board may be held on the call of the president or at least a majority of the directors, at the time and date designated in a notice of such meeting. Any notice of meeting shall be mailed to each director ten (10) days prior to the date for said meeting. Any notice of meeting shall be mailed to each director ten (10) days prior to the date for said meeting, or the notice of meeting may be waived by the directors.

Section 7. Action by Resolution. The board of directors shall, except as otherwise provided by law, have power to act in the following manner: A resolution in writing, signed by all of the directors of the board of directors, shall be deemed to be action by such board to the effect therein expressed, with the same force and effect as if the same had been duly passed by the same vote at a duly convened meeting, and it shall be the duty of the secretary of the corporation to record such resolution in the minute book of the corporation under its proper date.

Section 8. Committees. There shall be an executive committee consisting of the officers and such other members of the board as the board shall elect, provided that the total number of persons serving on the executive committee shall not exceed a majority of the directors. The executive committee shall have full power to bind the board on all matters other than those expressly reserved to the board in the Articles or these Bylaws. The executive committee shall establish from time to time such rules and regulations for each membership classification created by the board. The members of the executive committee shall serve until removed, replaced or otherwise terminated. Officer members shall serve while acting as incumbent officers. Nonofficer members shall be elected by the board at its annual meeting. A nonofficer member may be removed at any time by the board. The board may designate from among the directors one or more other committees with such authority and duties as the board determines. No committee, however, may exercise authority of the board with reference to filling vacancies of the board or any committee, to adopting, amending or repealing the Bylaws, or to fixing compensation of directors as restricted by A.R.S. Sec.10-3825.

Section 9. Compensation. The directors of the corporation and all members of committees shall serve without salary or other compensation; provided, however, that said persons may be reimbursed or advanced funds for necessary travel and other expenses incurred or to be incurred on behalf of the corporation, as provided by the board.

ARTICLE V
OFFICERS

Section 1. Officers. The officers of the corporation shall be: president, vice president, secretary, treasurer and any assistant treasurer or secretaries adopted by the board. Each officer shall be a member of the board. All officers shall be eleclted at the first meeting of the board of directors. Each officer shall hold office for one year or until earlier resignation, removal or other termination for any other reason. Any number of offices, except the offices of president and secretary, may be held by the same person. Each of such officers shall perform the duties usually incident to the respective office, including those hereinafter more particularly mentioned, and such other duties as may be assigned to each of them by the executive committee.

Section 2. President. The president shall preside at all meetings of the members of the board. Under the direction of the executive committee, he or she shall have general charge of the business of the corporation; shall executive, with the secretary, all deeds, contracts, and instruments authorized by the board.

Section 3. Vice-President. The vice president shall be vested with all the powers and duties of the president in the event of the absence or disability of the latter.

Section 4. Secretary. The secretary shall keep the minutes of the meetings of the members of the board and shall executive all deeds, contracts and instruments authorized by the board.

Section 5. Treasurer. The treasurer shall receive and deposit all monies or funds of the corporation, in such depositories as may be selected by the executive committee; he or she shall disburse the funds of the corporation in the manner directed by the executive committee. The treasurer shall render to the board, whenever they may require, accounts of all his transactions as treasurer.

Section 6. Assistant Treasurer and Secretaries. The executive committee may from time to time as the need requires, elect one (1) or more assistant treasurers and one (1) or more assistant secretaries whose duties will be such as may be assigned to by the executive committee.

Section 7. Removal, Contract Rights, and Compensation. An officer may be removed by the executive committee at any time for any reason, and a replacement appointed to serve until the next annual meeting. No election or appointment of an officer or agent shall be deemed to create contract rights of employment. No officer shall be paid a salary or other compensation hereunder unless approved in writing by the executive committee, but shall be reimbursed or advanced funds for costs or expenses incurred or to be incurred on behalf of the corporation, as approved by the executive committee.

ARTICLE VI
PROFESSIONAL STAFF

Section 1. Employees. The executive committee may employ or fix the compensation of the employees of the corporation other than officers who shall have such duties as the executive committee may designate from time to time. Any director may also serve as an employee of the corporation.

Section 2. Other Employees. The executive committee shall contract with, or otherwise fix the term of employment of such other persons as it may deem necessary for the proper conduct of the business of the corporation.

ARTICLE VII
INDEMNIFICATION

The corporation shall indemnify each of its officers, directors, and employees, whether or not then in office (and its executors, administrators and heirs) against all reasonable expenses actually and necessarily incurred by him or her, including but not limited to judgments, attorneys' fees and court costs in connection with the defense of any litigation or administrative proceeding to which he or she may have been made a party because he or she is or was a director, officer, or employee of the corporation, provided, however, he or she shall have no right to reimbursement in relation to matters which he or she has been adjudged liable to the corporation as provided in Article VIII of the Articles of Incorporation.

ARTICLE VIII
AMENDMENTS

Section 1. Articles of Incorporation. The Articles of Incorporation may be amended or repealed, or new articles restated or adopted by a vote of a majority of the total number of directors of the corporation. Said amendment may be voted at any regular or special meeting of the board of directors.

Section 2. Bylaws. These Bylaws may be amended or repealed and new bylaws may be adopted by a vote of a majority of the total number of directors of the corporation. Said amendments may be voted upon at any regular or special meeting of the board of directors.

APPROVED at the first annual meeting of the board of directors on June 21, 2009.

Moses A. Montoya

Raquel Montoya

Aaron A. Montoya

CERTICATE OF SECRETARY

I, Raquel Montoya, the undersigned, do hereby certify:

1. That I am the present duly elected and acting secretary of Allsport Academy, an Arizona Not-for-Profit Corporation, incorporated under the laws of the State of Arizona; and

2. That the foregoing Bylaws, comprising of seven (7) pages constitute the original Bylaws of said corporation as duly adopted at the first meeting of the board of directors duly held on June 21, 2009.

Raquel Montoya, Secretary

CONFLICT OF INTEREST POLICY
OF
ALLSPORT ACADEMY,
AN ARIZONA NOT-FOR-PROFIT CORPORATION

Article I
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. **Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may be a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

In conjunction with any actual or possible conflict of interest, an interest person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person my make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can

obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organizations' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violation of the Conflict of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclosure actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of

the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the Conflicts of Interest Policy,
b. Has read and understands the Policy,
c. Has agreed to comply with the Policy, and
d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payment for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic review as provided for in Article VII, the Organization may, but need not, use outside advisors, if outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ADOPTED at the first annual meeting of the board of directors on June 21, 2009.

Moses A. Montoya

Raquel Montoya

Aaron A. Montoya

EXPEDITED

AZ CORP COMMISSION
OF THE STATE OF AZ
FILED

2004 MAR 11 P 4: 29

APPR
DATE APP
TERM
DATE 3-12-2004

ARTICLES OF INCORPORATION

OF

ALLSPORT ENTERPRISES, INC.

ARTICLE I

NAME

The name of the corporation is Allsport Enterprises, Inc.

ARTICLE II

PURPOSE

The purpose for which this corporation is organized is the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE III

INITIAL BUSINESS

The corporation initially intends to conduct the business of owning a charter school, with an emphasis on student athletics.

ARTICLE IV

CAPITAL STRUCTURE

The corporation shall have authority to issue 100,000 shares of common stock having no par value.

ARTICLE V

STATUTORY AGENT

The name of the statutory agent of the corporation is Steven L. Bossé, whose address is 3507 North Campbell Avenue, Suite 111, Tucson, Arizona 85719.

ARTICLE VI

KNOWN PLACE OF BUSINESS

The known place of business of the corporation shall be 4250 North Swan Road, Tucson, Arizona 85718.

ARTICLE VII

BOARD OF DIRECTORS

The initial board of directors shall consist of four (4) directors. The persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, and their respective addresses are as follows:

Moses A. Montoya
4250 North Swan Road
Tucson, Arizona 85718

Raquel Montoya
4250 North Swan Road
Tucson, Arizona 85718

Richard Schantz
10639 East Bridgeport Street
Tucson, Arizona 85747

Melissa Schantz
10639 East Bridgeport Street
Tucson, Arizona 85747

The number of persons to serve on the board of directors shall thereafter be fixed by the shareholders at the annual meeting or any special meeting called for that purpose.

ARTICLE VIII

INCORPORATORS

The incorporators of the corporation and their respective addresses are:

Moses A. Montoya
4250 North Swan Road
Tucson, Arizona 85718

Raquel Montoya
4250 North Swan Road
Tucson, Arizona 85718

Richard Schantz
10639 East Bridgeport Street
Tucson, Arizona 85747

Melissa Schantz
10639 East Bridgeport Street
Tucson, Arizona 85747

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any person who incurs reasonable expenses including attorney's fees, by reason of the fact he/she is or was an officer, director, employee, or agent of the corporation. The corporation may advance funds to pay these expenses. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE X

EXEMPTION FROM LIABILITY

To the fullest extent allowed by law, each incorporator, officer, director, employee, agent of, or advisor to the corporation, shall be exempt from any liabilities of the corporation or any liabilities arising from services performed on behalf of the corporation. This exemption shall include any liability for monetary damages as a director to the corporation or its shareholders for any action taken or any failure to take any action as a director except for a) financial benefits to which the director was not entitled, b) intentional

infliction of harm on the corporation or its shareholders, c) violation of Arizona statutes imposing liability for unlawful distributions, or d) any intentional violation of criminal law.

DATED: February 24, 2004.

Moses A. Montoya

Raquel Montoya

Richard Schantz

Melissa Schantz

CONSENT TO APPOINTMENT
AS
STATUTORY AGENT

I, Steven L. Bossé, do hereby consent to appointment as statutory agent for Allsport Enterprises, Inc.

DATED this 11th day of March, 2004.

Steven L. Bossé
Statutory Agent

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

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

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

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

Allsport Enterprises, Inc.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest 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, prior name(s) and aliases, if 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 as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or 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 aliases) 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. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is December 31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(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_____ BY_____

PRINT NAME Moses A. Montoya PRINT NAME Raquel Montoya

TITLE Incorporator DATE 2/24/04 TITLE Incorporator DATE 2/24/04

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.
CF: 0022 - Business Corporations
Rev: 3/00

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

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

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

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

Allsport Enterprises, Inc.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest 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, prior name(s) and aliases, if 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 as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or 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 aliases) 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. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is December 31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(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 [signature]
PRINT NAME Richard L. Schantz
TITLE Incorporator DATE 2/24/04

BY Melissa W Schantz
PRINT NAME Melissa Schantz
TITLE Incorporator DATE 2/24/04

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.
CF: 0022 - Business Corporations
Rev: 3/00

BYLAWS

OF

ALLSPORT ENTERPRISES, INC.

ARTICLE I

OFFICES

A. Principal Office. The principal office of the corporation shall be its known place of business.

B. Other Offices. The corporation may also maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by the board of directors, and the business of the corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

ARTICLE II

SHAREHOLDERS

A. Shareholders' Meetings. All meetings of shareholders shall be held in Tucson, Arizona, or at such other place as may be fixed from time to time by the board of directors; or in the absence of direction by the board, by the president or secretary of the corporation, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

B. Annual Meetings. The annual meeting of shareholders shall be held on the third Friday in December, if not a legal holiday, and if a legal holiday, then on the next secular day following, or at such other date and time

as shall be designated from time to time by the board of directors and stated in the notice of meeting. At the annual meeting, shareholders shall elect a board of directors and transact such other business as may properly be brought before the meeting.

C. Notice of Annual Meeting. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each shareholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. Shareholders entitled to vote at the meeting shall be determined as of four o'clock in the afternoon on the day before notice of the meeting is sent.

D. List of Shareholders. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten (10) days before every meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address and the number of shares registered in the name of each shareholder. Such list shall be open to the examination of any shareholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any shareholder present.

E. Special Meetings of Shareholders. Special meetings of the shareholders, for any purpose or purposes, unless otherwise proscribed by statute or by the Articles of Incorporation, may be called by the president, and shall be called by the president or secretary at the request in writing of a majority of the board of directors, or at the written request of the holders of not fewer than ten percent (10%) of all the outstanding shares entitled to vote at the meeting. Such request shall state the purpose or purposes of the proposed meeting.

F. Notice of Special Meetings. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each shareholder of record entitled to vote at such meeting. Business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice. Shareholders entitled to vote at the meeting shall be determined as of four o'clock in the afternoon on the day before notice of the meeting is sent.

G. Quorum and Adjournment. The holders of fifty-one percent (51%) of the shares issued, outstanding and entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders entitled to vote at the meeting, present in person or represented

by proxy, shall have power to adjourn the meeting to another time or place, without notice other than announcement at the meeting at which adjournment is taken, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

H. Voting. Except for matters requiring cumulative voting, each shareholder entitled to vote shall be entitled to one (1) vote or corresponding fraction thereof, in person or by proxy for each share of stock or fraction thereof held by such shareholder. An election of directors and all other matters to be decided by the Shareholders shall be decided by a vote of fifty-two percent (52%) of the shares present, except as otherwise provided by the Articles of Incorporation, these Bylaws or the laws of the State of Arizona. Upon the demand of any shareholder, the vote for directors and upon any question before any meeting shall be by ballot.

I. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by such shareholder or by his duly authorized attorney in fact. No instrument appointing a proxy shall be valid after the expiration of eleven (11) months from the date of its execution. Unless

secretary and a treasurer. The board may also choose a chairman of the board, additional vice presidents and one or more assistant secretaries and assistant treasurers. Any number of offices, may be held by the same person, unless the Articles of Incorporation or these Bylaws provide otherwise.

B. Appointment of Officers. The board of directors at its first meeting after each annual meeting of shareholders shall choose a president, one or more vice presidents, a secretary and a treasurer and may choose a chairman of the board, each of whom shall serve at the pleasure of the board. The board at any time may appoint such other officers and agents as it shall deem necessary to hold offices at the pleasure of the board and to exercise such powers and perform such duties as shall be determined from time to time by the board.

C. Salaries. The salaries of the officers shall be fixed from time to time by the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation. The salaries of the officers or the method by which salaries are fixed shall be set forth in the minutes of the meetings of the board.

D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors at any time.

E. Chairman of the Board. The chairman of the board, if one shall have been appointed and be serving, shall preside at all meetings of the board

of directors and shall perform such other duties as from time to time may be assigned to him.

F. President. The president shall preside at all meetings of shareholders, and if a chairman of the board shall not have been appointed or, having been appointed, shall not be serving or be absent, the president shall preside at all meetings of the board of directors. He shall sign all deeds and conveyances, all contracts and agreements and all other instruments requiring execution on behalf of the corporation, and shall act as operating and directing head of the corporation, subject to policies established by the board.

G. Vice Presidents. There shall be as many vice presidents as shall be determined by the board of directors from time to time, and they shall perform such duties as from time to time may be assigned to them. Any one of the vice presidents, as authorized by the board, shall have all the powers and perform all the duties of the president in case of the temporary absence of the president or in case of his temporary inability to act. In case of the permanent absence or inability of the president to act, the office of president shall be declared vacant by the board and a successor chosen by the board.

H. Secretary. The secretary shall see that the minutes of all meetings of shareholders, of the board of directors and of any standing committees are kept. He shall be the custodian of the corporate seal and shall affix it to all proper instruments when deemed advisable by him. He shall give or cause to be given required notices of all meetings of the shareholders and of the board. He shall have charge of all the books and records of the corporation, except the

books of account, and in general shall perform all the duties incident to the office of secretary of a corporation and such other duties as may be assigned to him.

I. Treasurer. The treasurer shall have general custody of all the funds and securities of the corporation except such as may be required by law to be deposited with any state official. He shall see to the deposit of the funds of the corporation in such bank or banks as the board of directors may designate. Regular books of account shall be kept under his direction and supervision, and he shall render financial statements to the president, directors and shareholders at proper times. The treasurer shall have charge of the preparation and filing of such reports, financial statements and returns as may be required by law. He shall give to the corporation such fidelity bond as may be required, and the premium therefor shall be paid by the corporation as an operating expense.

J. Assistant Secretaries. There may be such number of assistant secretaries as from time to time the board of directors may fix, and such persons shall perform such functions as from time to time may be assigned to them. No assistant secretary shall have the power or authority to collect, account for or pay over any tax imposed by any federal, state or city government.

K. Assistant Treasurers. There may be such number of assistant treasurers as from time to time the board of directors may fix, and such persons shall perform such functions as from time to time may be assigned to

them. No assistant treasurer shall have the power or authority to collect, account for, or pay over any tax imposed by any federal, state or city government.

ARTICLE V

CORPORATE SEAL

A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation; however if, in any instance, a corporate seal is used, the same shall be either (a) a circle having on the circumference thereof the name of the corporation and in the center the words "Corporate Seal" and the year and state of incorporation, or (b) a circle containing the words "Corporate Seal" on the circumference thereof.

ARTICLE VI

REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered or amended, or substitute Bylaws may be adopted, at any time only by fifty-one percent (51%) of the board of directors.

DATED: February 24, 2004.

Richard Schantz, President

ATTEST:

Melissa Schantz, Secretary

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otherwise required by law, all questions concerning the validity or sufficiency of the proxies or any of them shall be decided by the secretary.

J. Action Without Meeting. Any action required or permitted to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of all of the outstanding shares entitled to vote with respect to the subject matter of the action. The shareholders may agree in writing to allow shareholder action without a meeting by less than all the shareholders.

K. Waiver of Notice. Attendance of a shareholder at a meeting shall constitute waiver of notice of such meeting, except when such attendance at the meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any shareholder may waive notice of any annual or special meeting of shareholders by executing a written waiver of notice either before or after the time of the meeting.

ARTICLE III

DIRECTORS

A. Number. The number of persons who shall constitute the board of directors shall be set by the shareholders at their annual meeting, or a special meeting called for that purpose, but in no event shall there be less than four (4) directors unless a vote of fifty-two percent (52%) of the shareholders present at a meeting called for such purpose decides otherwise. The directors shall be

elected at the annual meeting of the shareholders, or at a special meeting called for that purpose, except as provided in paragraph B of this Article, and each director elected shall hold office until his successor is elected and qualified. Directors need not be shareholders.

B. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

C. Powers. The business and affairs of the corporation shall be managed by its board of directors, which may exercise all such powers of the corporation and do all such lawful acts as are not prohibited by statute, the Articles of Incorporation, or these Bylaws.

D. Place of Meetings. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Arizona.

E. Annual Meetings. The first meeting of each newly elected board of directors shall be held immediately following the annual meeting of shareholders and in the same place as the annual meeting of shareholders, and no notice to the newly elected directors of such meeting shall be necessary

in order legally to hold the meeting, providing a quorum shall be present. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board, or as shall be specified in a written waiver by all of the directors.

F. Regular Meetings. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

G. Special Meetings. Special meetings of the board of directors may be called by the president or the secretary on one (1) day's notice to each director, either personally, by mail, by telegram, facsimile transmission or by telephone; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of one (1) or more directors.

H. Quorum. Fifty-one percent (51%) of the membership of the board of directors shall constitute a quorum and the concurrence of fifty-one percent (51%) of those present shall be sufficient to conduct the business of the board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the board, the directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

I. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to

be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

J. Compensation. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings. The amount or rate of such compensation of members of the board or of committees shall be established by the board and shall be set forth in the minutes of the board.

K. Waiver of Notice. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director may waive notice of any annual, regular or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

ARTICLE IV

OFFICERS

A. Designation of Titles. The officers of the corporation shall be chosen by the board of directors and shall be a president, a vice president, a

COPY

CONSENT TO RESOLUTIONS

IN LIEU OF AN ORGANIZATIONAL MEETING

OF THE

BOARD OF DIRECTORS OF

EASTPOINTE HIGH SCHOOL, INC.

The Directors named in the Articles of Incorporation of Eastpointe High School, Inc. (the "Corporation"), constituting the entire Board of Directors of said corporation, hereby consents to the following resolutions in lieu of holding an organizational meeting of the Board of Directors of the Corporation:

CORPORATE OFFICERS

RESOLVED, that the following officers be, and they hereby are, elected for the ensuing year, or until such time as their successors should be elected:

Larry M. Simmons — President
Karen M. Simmons — Vice President/Secretary

ARTICLES OF INCORPORATION

RESOLVED, that a copy of the Articles of Incorporation and a copy of the Affidavit of Publication shall be placed in the book of minutes of the Corporation showing the filing of said instruments with the Arizona Corporation Commission.

BYLAWS

RESOLVED, that the Bylaws prepared by the attorney for the Corporation for the governance of the affairs of the Corporation are hereby adopted, and the Secretary of the Corporation is hereby authorized and directed to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the book of minutes of the Corporation.

CORPORATE BANK

RESOLVED, that Wells Fargo Bank, Tucson, Arizona is hereby designated the depository for corporate funds; and

FURTHER RESOLVED, that the President be, and hereby is, authorized to establish such accounts at said depository as the President shall deem appropriate and to

execute appropriate signature cards providing that the authorized signatory for corporate checks will be Larry M. Simmons, President; Karen M. Simmons, Vice President, and any other agent of the corporation explicitly designated by Larry M. Simmons.

FURTHER RESOLVED, that the Resolution or Resolutions required by the bank for the opening of said banking account as hereinbefore set forth be, and the same hereby are, considered as passed at this meeting, and that a copy of said Resolution(s) in the usual form used by the bank (if so required by the bank) be attached to this Consent to Resolutions.

SHARE CERTIFICATE

RESOLVED, that the form of share certificate, if created, for the Corporation procured by the attorney for the Corporation be, and hereby is, adopted, and the Secretary be, and hereby is, authorized and directed to insert a copy thereof in the minute book of the Corporation immediately following this Consent to Resolutions.

FISCAL YEAR AND METHOD OF ACCOUNTING

RESOLVED, that the fiscal year of the Corporation be, and it hereby is, established as the year beginning on July 1 and ending on the next following June 30; and

FURTHER RESOLVED, that the Corporation use the cash method of accounting.

AMORTIZATION OF ORGANIZATION EXPENSES

RESOLVED, that the President or the Vice President/Secretary of the Corporation be, and they hereby are, authorized and directed to pay the expenses of the incorporation and organization of the Corporation, including attorneys' fees for incorporation; and

FURTHER RESOLVED, that beginning with the month in which the Corporation begins business, the Corporation shall adopt a system of amortizing organizational expenditures ratably over a period of sixty (60) months in accordance with Section 248 of the Internal Revenue Code.

ISSUANCE OF SECURITIES

WHEREAS, the following offer has been received for the issuance by the Corporation of its securities:

> Larry M. Simmons and Karen M. Simmons, the incorporators, each offer to invest $1,000.00 in cash for one thousand (1,000) shares of the Corporation's no par value common stock; and

WHEREAS, it is deemed to be in the best interests of the Corporation to accept said offer; and

WHEREAS, the Corporation is authorized to issue stock as provided in its Articles of Incorporation;

RESOLVED, that the President and the Secretary of the Corporation be, and they hereby are, authorized and directed to sell and issue securities of the Corporation to the person, in the amount and for the consideration stated and in compliance with all the terms and conditions of said offer and these resolutions; and it is hereby determined that the fair value to the Corporation of the consideration for which said securities are to be issued is as set forth in the offer; and

FURTHER RESOLVED, that the sum representing the aggregate dollar amount to be paid for the stock to be issued hereunder shall be credited to stated capital; and

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to execute all documents and to take all action which they may deem necessary or advisable in order to carry out and perform the obligations of the Corporation as set forth in said offer and these resolutions; and

FURTHER RESOLVED, that the stock to be issued hereunder shall in all respects comply with the requirements for I.R.C. Section 1244 stock;

The undersigned directors, being the only persons who are directors of the corporation known as Eastpointe High School, Inc., do hereby approve the foregoing organizational minutes pursuant to unanimous written consent in lieu of a special meeting of the directors as though held on September 10, 1999.

LARRY M. SIMMONS, Shareholder

Karen M. Simmons

KAREN M. SIMMONS, Shareholder

COPY

BYLAWS

OF

EASTPOINTE HIGH SCHOOL, INC.

ARTICLE I

Corporation Articles

1.1 Reference to Articles. Any reference made in these bylaws to the corporation's "articles" are references to its articles of incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission, together with any and all certificates filed by the corporation with the Arizona Corporation Commission (or any successor to its functions) pursuant to applicable law.

1.2 Reference to Bylaws. Any reference made herein to the corporation's "bylaws" are references to these Bylaws, which are effective as of the date indicated below.

1.3 Seniority. The articles are in all respects senior and superior to these bylaws; any conflict or inconsistency between the articles and these bylaws shall be resolved in favor of the articles. These bylaws shall be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

ARTICLE II

Corporation Offices

2.1 Known Place of Business. The known place of business of the corporation in the State of Arizona shall be at 6578 North Foothills Drive, Tucson, Arizona, unless otherwise designated in the articles. The corporation may have such other offices, either within or without the State of Arizona, as the board of directors may designate or as the business of the corporation may require from time to time.

2.2 Changes. The board of directors may change the corporation's known place of business or its statutory agent from time to time by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

ARTICLE III

Shareholders

3.1. Annual Meetings. The shareholders of the corporation shall hold an annual meeting once a year, commencing with the year 2000, at a time and place to be determined by the board of directors, or in the absence of action by the board, as set forth in the notice given, or waiver signed, with respect to such meeting pursuant to Sections 3.3 or 3.4 below. The annual meeting of the shareholders, unless otherwise provided by the board of directors, shall coincide with the annual meeting of the board of directors. At the annual meeting, shareholders shall elect a board of directors and transact such other business as may be properly

brought before the meeting. If for any reason any annual meeting is not held on the date determined as set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof, at which the same proceedings (including the election of directors) may be conducted. Any director elected at any annual meeting, deferred annual meeting or special meeting shall continue in office until the election of his successor, subject to his earlier resignation pursuant to Section 7.1 below.

3.2 Special Meetings. Special meetings of the shareholders may be held whenever and wherever called for by the chairman of the board, the president or the board of directors, or by the written demand of the holders of not less than ten percent (10%) of all issued and outstanding shares of the corporation entitled to vote at any such meeting. Any written demand by shareholders shall state the purpose or purposes of the proposed meeting, and the business to be transacted at any such meeting shall be confined to the purposes stated in the notice thereof, and to such additional matters as the chairman of the meeting may rule to be germane to such purposes.

3.3 Notices. Not less than ten (10) nor more than sixty (60) days (inclusive of the date of meeting) before the date of any meeting of the shareholders and at the direction of the person or persons calling the meeting, the secretary of the corporation, or any other officer of the corporation, shall cause a written notice of the meeting to be delivered personally or via facsimile, or to be deposited in the mail, with first class or airmail postage prepaid, addressed or sent to each shareholder of record at his last address or fax telephone number, respectively, as they appear in the corporation's records on the applicable record date. The notice of meeting shall set forth the time and place of meeting. A notice of special meeting shall also include a description of the purpose or purposes for which the meeting is called.

3.4. Waiver of Notice. Any shareholder may waive call or notice of any annual, deferred annual or special meeting (and any adjournment thereof) during the meeting or at any time before or after it is held. Attendance of a shareholder at any such meeting in person or by proxy shall automatically evidence his waiver of call and notice of such meeting (and any adjournment thereof) unless he or his proxy is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed and does so at the beginning of the meeting. No call or notice of a meeting of the shareholders shall be necessary if each shareholder waives the same in writing or by attendance.

3.5 Shareholders of Record. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders (and at any adjournment of such meeting), or shareholders entitled to consent to corporate action without a meeting, or shareholders entitled to receive payment of any dividend, or for any other lawful action, the board of directors may fix in advance a record date which shall not be more than seventy (70) nor less than ten (10) days before the date of such meeting or any such other action.

If no record date is fixed by the board of directors for determining shareholders entitled to notice of, and to vote at, a meeting of shareholders, the record date shall be at four o'clock in the afternoon on the day before the day on which notice is given, or, if notice is waived, at the commencement of the meeting. If no record date is fixed for determining shareholders entitled to express written consent to corporate action without a meeting, the record date shall be the time and the day on which the first written consent is served upon an officer or director of the corporation.

A determination of shareholders of record entitled to notice of, and to vote at, a meeting of shareholders shall apply to any adjournment of such meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting, and further provided that the adjournment or adjournments of any such meeting do not exceed one hundred and twenty (120) days in the aggregate.

3.6 Shareholder Record. The officer or agent having charge of the stock transfer books for shares of the corporation shall make available, beginning two business days after notice of the meeting is given and for which the list was prepared, and continuing through the meeting, a complete record of the shareholders entitled to vote at the meeting (and at any adjournment thereof), arranged in alphabetical order by voting group, if such exist, and within each voting group by class or series of shares, as applicable, showing the address and the number of shares registered in the name of each shareholder. Such record shall be produced and kept open (i) at the office of the corporation before the time of the meeting; (ii) at the office of the corporation's transfer agent, if specified in the meeting notice; (iii) at a place identified in the meeting notice in the city where the meeting will be held; and (iv) at the time and place of the meeting. Such record shall be subject to the inspection of any shareholder, after written demand, during regular business hours for any purpose germane to the meeting, and such list may be copied by and at the expense of the inspecting shareholder, its agent or its attorney. Any demand by a shareholder to inspect the records of the corporation, made pursuant to this section of these bylaws, must comply with the following requirements: (i) the shareholder demand must be made in good faith and for a proper purpose; (ii) the shareholder must describe with reasonable particularity its purpose in inspecting the records and the records it desires to inspect; and (iii) the demanded records must be directly connected to the shareholder's stated, proper purpose.

3.7 Proxies. Any shareholder entitled to vote thereat may vote by proxy at any meeting of the shareholders (and at any adjournment thereof) which is specified in such proxy, provided that his or her proxy is executed in writing by such shareholder or his or her duly authorized attorney-in-fact. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided thereon. The burden of proving the validity of any undated, irrevocable or otherwise contested proxy at a meeting of the shareholders shall rest with the person seeking to exercise the proxy.

3.8 Voting. Except for the election of directors (which shall be governed by cumulative voting pursuant to applicable law) and except as may otherwise be required by the corporation's articles, these bylaws or statute, each issued and outstanding share of the corporation (specifically excluding shares held in the treasury of the corporation) represented at any meeting of the shareholders in person or by a proxy given pursuant to Section 3.7 above, shall be entitled to one vote on each matter submitted to a vote of the shareholders at such meeting. Unless otherwise required by the corporation's articles or by applicable law, any question submitted to the shareholders shall be resolved by a majority of the votes cast thereon, provided that such votes constitute a majority of the quorum of that particular meeting, whether or not such quorum is then present. Voting shall be by ballot on any question as to which a ballot vote is demanded before the voting begins by any person entitled to vote on such question; otherwise, a voice vote shall suffice. No ballot or change of vote shall be accepted after the polls have been declared closed following the ending of the announced time for voting.

3.9 Voting of Shares by Certain Holders. Shares of the corporation held by another corporation may be voted by such corporation's officer, agent or proxy as its bylaws may prescribe, or, in the absence of such bylaw provision, by any other person designated by resolution of its board of directors, and such officer, agent or other person so designated may vote such corporation's shares in this corporation in person or by proxy appointed by him. However, if the corporation owns, directly or indirectly, a majority of the shares entitled to vote for the directors of a corporation owning shares of the corporation, then the corporation is prohibited from voting such shares unless such shares are held by it in a fiduciary capacity

Shares held by any administrator, executor, personal representative, guardian, conservator or other legal representative may be voted by such representative, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee, other than a trustee in bankruptcy, may be voted by such representative, either in person or by proxy, but no such trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver, trustee in bankruptcy or assignee for the benefit of creditors may be voted by such representative, either in person or by proxy. Shares held by or under the control of such a receiver or trustee may be voted by such receiver or trustee, either in person or by proxy, without the transfer thereof into his name if authority so to do is contained in an appropriate order of the court by which such receiver or trustee was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

If shares stand in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety, or tenants by community property or otherwise, unless the corporation is given a written instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: (1) if only one votes, his act binds, (2) if more than one votes, the act of the majority so voting binds all, and (3) if more than one votes, but the vote is evenly split on any particular matter, each faction may vote the shares in question proportionally.

3.10 Quorum. At any meeting of the shareholders, the presence in person or by proxy of the holders of a majority of the shares of the corporation issued, outstanding and entitled to vote at the meeting shall constitute a quorum of the shareholders for all purposes. In the absence of a quorum, any meeting may be adjourned from time to time by its chairman, without notice other than by announcement at the meeting, until a quorum is formed. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed. Once a quorum has been formed at any meeting, the shareholders from time to time remaining in attendance may continue to transact business until adjournment, notwithstanding the prior departure of enough shareholders to leave less than a quorum. If after an adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

3.11 Election Inspectors. The board of directors, in advance of any meeting of the shareholders, may appoint an election inspector or inspectors to act at such meeting (and at any adjournment thereof). If an election inspector or inspectors are not so appointed, the chairman of the meeting may, or upon request of any person entitled to vote at the meeting shall, make such appointment. If any person appointed as an inspector fails to appear or to act, a substitute may be appointed by the chairman of the meeting. If appointed, the election inspector or inspectors (acting through a majority of them if there be more than one) shall determine the number of shares outstanding, the authenticity, validity and effect of proxies and the number of shares represented at the meeting in person and by proxy; they shall receive and count votes, ballots and consents and announce the results thereof; they shall hear and determine all challenges and questions pertaining to proxies and voting; and, in general, they shall perform such acts as may be proper to conduct elections and voting with complete fairness to all shareholders. No such election inspector need be a shareholder of the corporation.

3.12 Organization and Conduct of Meetings. Each meeting of the shareholders shall be called to order and thereafter chaired by the chairman of the board of directors if there is one; or, if not, or if the chairman of the board is absent or so requests, then by the president; or if both the chairman of the board and the president are unavailable, then by such other officer of the corporation or such shareholder as may be appointed by the board of directors. The corporation's secretary shall act as secretary of each meeting of the shareholders; in his or her absence the chairman of the meeting may appoint any person (whether a shareholder or not) to act as secretary for the meeting. After calling a meeting to order, the chairman thereof may require the registration of all shareholders intending to vote in person and the filing of all proxies with the election inspector or inspectors, if one or more have been appointed (or, if not, with the secretary of the meeting). After the announced time for such filing of proxies has ended, no further proxies or changes, substitutions or revocations of proxies shall be accepted. If directors are to be elected, a tabulation of the proxies so filed shall, if any person entitled to vote in such election so requests, be announced at the meeting (or adjournment thereof) before the closing of the election polls. Absent a showing of bad faith on his part, the chairman of the meeting shall, among other things, have absolute authority to fix the period of time allowed for the registration of shareholders and the filing of proxies, to determine the order of business to be conducted at such meeting and to establish reasonable rules for expediting the business of the meeting (including any informal, or question and answer portions thereof).

3.13 Shareholder Approval or Ratification. The board of directors may submit any contract or act for approval or ratification of the shareholders, either at a duly constituted meeting of the shareholders (the notice of which either includes mention of the proposed submittal or is waived pursuant to Section 3.3 above) or by unanimous written consent to corporate action without a meeting pursuant to Section 3.15 below. If any contract or act so submitted is approved or ratified by a majority of the votes cast thereon at such meeting or by such written consent, the same shall be valid and as binding upon the corporation and all of its shareholders as it would be if it were the act of the shareholders. Such approval or ratification by written consent, to be effective, shall be delivered to the corporation.

3.14 Informalities and Irregularities. All informalities or irregularities in any call or notice of a meeting of the shareholders or in the areas of credentials, proxies, quorums, voting and similar matters, shall be deemed waived if no objection is made at the meeting.

3.15 Action by Shareholders Without a Meeting. Any action required or permitted to be taken at a meeting of the shareholders of the corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by each and every shareholder entitled to vote with respect to the subject matter thereof. Such consent may be executed in counterparts and shall have the same effect as a unanimous vote by the shareholders of the corporation at a duly convened meeting.

3.16 Participation in Shareholders' Meeting. An annual or special meeting of the shareholders may be held by any means of communication that permits all participating shareholders to simultaneously hear each other. The board of directors may, in its sole discretion, limit participation in shareholders' meetings to specified locations or means of communication. If the board of directors elects to permit participation in shareholders' meetings by such alternative means, the notice of the meeting shall specify how a shareholder may participate in the shareholder meeting. A shareholder participating in a meeting by one of the approved alternative means of communication is deemed present in person at the meeting.

ARTICLE IV

Board of Directors

4.1 Membership. The board of directors shall be comprised of not less than one (1), nor more than seven (7), members. The directors shall regularly be elected at each annual meeting of the directors. The board of directors shall have the power to increase or decrease its size within the aforesaid limits and to fill any vacancies that may occur in its membership in the interval between the annual meetings, whether resulting from an increase in the size of that board or otherwise, and shall hold office until the next meeting of the board of directors. Each director elected or nominated by the board of directors shall hold office until his or her successor is duly elected and qualified.

4.2 General Powers. The board of directors shall have the power to control and manage all of the affairs and property of the corporation and to exercise, in addition to the powers and authorities expressly conferred upon it by these bylaws or by the articles of incorporation, all powers as may be exercised, and to do all such things that may be done by the corporation, as permitted by the laws of the State of Arizona. It may restrict, enlarge or otherwise modify the powers and duties of any or all of the officers of this corporation. The board of directors may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board of directors. No assignment, referral or delegation of authority by the board of directors or anyone acting under such delegation shall preclude the board of directors from exercising full authority over the conduct of the corporation's activities, and the board of directors may rescind any such assignment, referral or delegation at any time.

4.3. Annual and Regular Meetings. The board of directors shall hold an annual meeting once a year, commencing with the year 2000 at a time and place to be determined by the board of directors or as set forth in the notice given, or waiver signed, with respect to such meeting pursuant to Sections 4.5 or 4.6 below. Additional regular meetings may be held at regular intervals at such places and at such times as the board of directors may determine.

4.4 Special Meetings. Special meetings of the board of directors may be held whenever and wherever called for by the chairperson of the board, the director or the number of directors that would be required to constitute a quorum.

4.5 Notices. No notice need be given under these bylaws of regular meetings of the board of directors. Written notice of the time and place (but not necessarily the purpose or all of the purposes) of any special meeting shall be given to each director in person, via facsimile to the last known fax telephone number or via mail or telegram addressed to him at his latest address, as such information appears in the corporation's records. Notice to any director of any such special meeting shall be deemed given sufficiently in advance when: (i) if given by mail, the same is deposited in the mail, with first class or airmail postage prepaid, at least four (4) days before the meeting date; (ii) if personally delivered or given by telegram, the same is handed to the director, or the telegram is delivered to the telegraph office for fast transmittal, at least forty-eight (48) hours before the convening of the meeting; (iii) if given via facsimile, the same is faxed directly to the director at least forty-eight (48) hours before the convening of the meeting; or (iv) by communicating actual notice to the director at least twenty-four (24) hours before convening the meeting. Any person who has given notice hereunder may make an affidavit that notice was given, which, as to the facts, shall be conclusive.

4.6 Waiver of Notice. Any director may waive call or notice of any meeting (and any adjournment thereof) during the meeting or at any time before or after it is held. Attendance of, or participation by, a director at any meeting shall automatically evidence his waiver of call and notice of such meeting (and any adjournment thereof) unless he or she is attending or participating for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed. No call or notice of a meeting of directors shall be necessary if each of them waives the same in writing or by attendance. Any meeting, once properly called and noticed (or as to which call and notice have been waived) and at which a quorum is formed, may be adjourned to another time and place by a majority of those in attendance.

4.7 Quorum. A quorum for the transaction of business at any meeting or adjourned meeting of the board of directors shall consist of a majority of the directors then in office. Once a quorum has been formed, the directors from time to time remaining in attendance at such meeting before its adjournment shall continue to be legally competent to transact business properly brought before the meeting, notwithstanding the prior departure from the meeting of enough directors to leave less than a quorum.

4.8 Voting. Any matter submitted to a meeting of the board of directors shall be resolved by a majority of the votes cast thereon. In case of an equality of votes, the chairman of the meeting shall have a second or deciding vote.

4.9 Power to Act Notwithstanding Vacancy. Pending the filling of vacancies in the board of directors, a majority of a full board of directors may exercise the powers of the board of directors.

4.10 Removal. Any director may be removed from the board of directors, with or without cause, by a affirmative vote of a majority of the entire board of directors, subject only to limitations provided by law.

4.11 Governing Board Committee. The board of directors shall appoint a Governing Board Committee, which shall consist of not less than (3), nor more than nine (9), members. All members of the board of directors of the corporation shall also serve on the Governing Board Committee. It is intended that the Governing Board Committee will represent several constituencies of Eastpointe High School, which may include, but is not limited to, the staff of Eastpointe High School, parents of students attending Eastpointe High School or community members, as well as those persons who may possess special expertise in the operation of a school or school-related functions. The Governing Board Committee shall have and may exercise the powers of the board of directors regarding decisions as to the education policies and practices of the school (e.g., curriculum, disciplinary policy, etc.) and certain operational matters that may be delegated to the Governing Board Committee for review and approval or ratification (e.g., annual budgets, employment of staff, etc.). In no event, however, will the Governing Board Committee have the authority of the board of directors in reference to, but not necessarily limited to, the following matters: (1) the filling of vacancies of the board of directors or on any committee of the board of directors, including the Governing Board Committee; (2) the amendment or repeal of the bylaws, or the adoption of new bylaws; and (3) the fixing of compensation of directors for serving on the board or on any committee of the board of directors or the fixing of compensation of the director or any other officers of the corporation. Any member of the Governing Board Committee may be removed, with or without cause, by the board of directors. If any vacancy occurs in the Governing Board Committee, it shall be filled by the board of directors. The board of directors, with or without cause, may dissolve any committee or remove any member thereof at any time. All meetings of the Governing Board Committee shall be convened in accordance with, and governed by, the applicable provisions of the Arizona Open Meeting Law, A.R.S. §§ 38-431 et seq. (as may be amended from time to time).

4.12 Other Committees. The board of directors, from time to time, by resolution adopted by a majority of the full board, may appoint other standing or temporary committees from its membership and vest such committees with such powers as the board may include in its resolution; provided, however, that such committees shall be restricted in their authority if in conflict with the authority of the Governing Board Committee, as set forth above in Section 4.11 above.

4.13 Tenure. Except in the case of resignation, disqualification, removal or the inability to serve for any reason, each member of any committee established under Section 4.12 shall hold office until the next regular annual meeting of the board of directors or until his or her successor is elected and qualified.

4.14 Committee Meetings. Except as otherwise provided herein with respect to the Governing Board Committee, regular meetings of committees established under Section 4.12 may be held without notice at such times and places as the committees may fix from time to time by resolution. Special meetings of the committee may be called by any member thereof upon giving notice to other members of the committee in the manner provided in Section 4.5 for special meetings of the board of directors.

4.15 Quorum of Committee. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of any committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

4.16 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors or of any committee at which action is taken on any matter shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards such dissent by registered or certified mail to the secretary of the corporation within two business days after the adjournment of the meeting. A right to dissent shall not be available to a director who voted in favor of the action.

4.17 Compensation. By resolution of the board of directors, each director may be paid his or her expenses, if any, of attendance at each meeting of the board of directors or of any committee, and may be paid a fixed sum for attendance at each such meeting and/or a stated salary as a director or committee member. The fixed sum and/or salary paid as compensation to each director shall be fixed by the board of directors. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefrom.

4.18 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the board of directors or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors or committee members. Such consent may be executed in counterparts and shall have the same effect as a unanimous vote of the directors or committee members of the corporation at a duly convened meeting.

4.19 Meetings by Telephone Conference. Any member of the board of directors or of a committee of the board may participate in any meeting of the board or such committee by means of a conference telephone or similar communications equipment whereby all members participating in such meeting can hear one another. Such participation shall constitute attendance in person.

ARTICLE V

Officers - General

5.1 Elections and Appointments. The board of directors shall elect or appoint a director and a secretary, and may appoint one or more assistant directors and a treasurer, and may choose a chairman of the board. The regular election or appointment of officers shall take place at each annual meeting of the board of directors, but elections of officers may be held at any other meeting of the board. A person elected or appointed to any office shall continue to hold that office until the election or appointment of his successor, subject to action earlier taken pursuant to Sections 5.4 and 7.1 below. Any two or more offices may be held by the same person.

5.2 Additional Appointments. In addition to the officers contemplated in Section 5.1 above, the board of directors may elect or appoint other corporate or divisional officers or agents with such authority to perform such duties as may be prescribed from time to time by the board of directors, by the director or, in the case of assistant officers (as, for example, one or more assistant secretaries), by the superior officer of any person so elected or appointed. Each of such persons (in the order designated by the board) shall be vested with all of the powers and charged with all of the duties of his or her superior officer in the event of such superior officer's absence or disability.

5.3 Bonds and Other Requirements. The board of directors may require any officer to give bond to the corporation (with sufficient surety, and conditioned for the faithful performance of the duties of his or her office) and to comply with such other conditions as may from time to time be required of him or her by the board.

5.4 Removal; Delegation of Duties. The board of directors may, whenever in its judgment the best interests of the corporation will be served thereby, remove any officer or agent of the corporation or temporarily delegate his or her powers and duties to any other officer or to any director, such removal or delegation shall be without prejudice to the contract rights, if any, of the person so removed or whose powers and duties have been delegated. Election or appointment of an officer or agent shall not of itself create contract rights.

5.5 Salaries. The salaries of officers may be fixed from time to time by the board of directors or (except as to the director's own) left to the discretion of the director. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE VI

Specific Officers

6.1 Chairperson of the Board. The board of directors may elect a chairperson to serve as a general executive officer of the corporation, and, if specifically designated as such by the board, as the chief executive officer of the corporation. Once elected, the chairperson shall preside at all meetings of the board of directors and be vested with such other powers and duties as the board may from time to time delegate to him or her.

6.2 Director and Assistant Director. Unless otherwise specified by resolution of the board of directors, the director shall be the chief executive officer of the corporation. The director shall supervise the business and affairs of the corporation and the performance by all of its other officers of their respective duties, subject to the control of the board of directors (and of its chairman, if the chairman has been specifically designated as chief executive officer of the corporation). One or more assistant directors shall be elected by the board of directors to perform such duties as may be designated by the board or be assigned or delegated to them by the chief executive officer. Any one of the assistant directors as authorized by the board shall be vested with all of the powers and charged with all of the duties of the director in the event of his or her absence or inability to act, whether due to death or incapacity. Except as may otherwise be specifically provided in a resolution of the board of directors, the director or any assistant director shall be a proper officer to sign, on behalf of the corporation, any deed, bill of sale, assignment, option, mortgage, pledge, note, bond, evidence of indebtedness, application, consent (to service of process or otherwise), agreement, indenture or other instrument of any significant importance to the corporation. The director or any assistant director may represent the corporation at any meeting of the shareholders of any other corporation in which this corporation then holds shares, and may vote this corporation's shares in such other corporation in person or by proxy appointed by him or her, provided that the board of directors may from time to time confer the foregoing authority upon any other person or persons.

6.3 Secretary. The secretary shall keep the minutes of meetings of the board of directors and any committee, and all unanimous written consents of the board of directors, and any committee of the corporation, and shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and in case of his or her absence or refusal or neglect so to do, notices may be served by any person thereunto directed by the director. The secretary shall be custodian of the corporate seal and corporate records, and, in general, shall perform all duties incident to the office. Except as may otherwise be specifically provided in a resolution of the board of directors, the secretary and each assistant secretary shall be a proper officer to impress the corporation's seal on any instrument signed by the director, any assistant director, or any other duly authorized person, and to attest to the same.

6.4 Treasurer. The treasurer, if one is so chosen by the board of directors, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall cause all money and other valuable effects to be deposited in the name and to the credit of the corporation in such depositories, and subject to withdrawal in such manner, as may be designated by the board of directors. He or she shall render to the director and the board of directors at proper times an account of all his or her transactions as treasurer and of the financial condition of the corporation. The treasurer shall be responsible for preparing and filing such financial reports, financial statements and returns as may be required by law.

ARTICLE VII

Resignations and Vacancies

7.1 Resignations. Any director, committee member or officer may resign from his or her office at any time by written notice delivered or addressed to the corporation at its known place of business. Any such resignation shall be effective upon its receipt by the corporation unless some later time is fixed in such notice, and then from that time. The acceptance of a resignation shall not be required to make it effective.

7.2 Vacancies. If the office of any director, committee member or officer becomes vacant by reason of his or her death, resignation, disqualification, removal or otherwise, the board of directors may choose a

successor to hold office for the unexpired term. Notwithstanding anything to the contrary in these bylaws, in the event there is only one (1) person serving as a member of the board of directors of the corporation, and in the further event that the person who is the only member of the board of directors is unable to fulfill his or her duties due to death (as evidenced by a duly authorized, authentic death certificate) or permanent incapacity (as determined in writing in good faith by the medical professional responsible for the person's care), then the Governing Board Committee shall have the authority and responsibility to appoint by majority vote, no later than ninety (90) days after the above-described death or incapacity, an individual to replace the resultant vacancy on the board of directors of the corporation. In the interim period between such death or incapacity of the sole member of the board of directors of the corporation and the appointment by the Governing Board Committee of the replacement member of the board of directors of the corporation, the highest ranking officer of the corporation who is not deceased or incapacitated shall have all of the authority and powers of the deceased or incapacitated board member with regard to all decisions concerning the operation of the corporation, as generally described hereinabove in Section 4.2.

ARTICLE VIII

Indemnification

8.1 Indemnification and Advancement of Expenses. The corporation shall indemnify every person who is or was a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she 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, partner, member, employee, agent or trustee of another corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, including service on a committee formed for any purpose (and, in each case, his or her heirs, executors and administrators), against all expense, liability and loss (including, but not limited to, attorneys' fees, judgments, fines, ERISA excise taxes, penalties, and amounts paid in settlement) actually and reasonably incurred of suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. Such indemnification may include advances of expenses in advance of final disposition of such action, suit or proceeding, subject to the provision of any applicable statute.

8.2 Non-exclusivity or Rights. The indemnification and advance of expenses provisions of Section 8.1 of these bylaws shall not be exclusive of any other right which any person (and his or her heirs, executors and administrators) may have or hereafter acquire under any statute, provision of the Articles, provision of these bylaws, resolution adopted by the board of directors, agreement, or insurance, purchased by the corporation or otherwise, both as to action in an official capacity and as to action in another capacity. The corporation is hereby authorized to provide for indemnification and advancement of expenses through its articles, bylaws, resolution of the board of directors and agreement.

8.3 Insurance. The corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the corporation, or who, while a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, member, trustee, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, against all expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under this article or applicable law.

ARTICLE IX

Corporate Actions

9.1 Contracts. Unless otherwise required by the board of directors, the chairperson, the director or any assistant director or the treasurer shall execute contracts or other instruments on behalf of or in the name of the corporation. The board of directors may from time to time authorize any other officer, assistant officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation as it may deem appropriate, and such authority may be general or confined to specific instances.

9.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the chairperson, the director, the treasurer of the board of directors. Such authority may be general or confined to specific instances.

9.3 Checks, Drafts, etc.. Unless otherwise required by the board of directors, all checks, drafts, bills of exchange and other negotiable instruments of the corporation shall be signed by either the chairperson, the director, a assistant director, the treasurer or such other officer, assistant officer or agent of the corporation as may be authorized so to do by the board of directors. Such authority may be general or confined to specific business and, if so directed by the board of directors, the signatures of two or more of such persons may be required.

9.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the board of directors may authorize.

ARTICLE X

Seal

The board of directors may provide for a seal of the corporation, which shall have inscribed thereon the name of the corporation and the state and year of its incorporation.

ARTICLE XI

Amendments

In accordance with and pursuant to the procedures set forth in Arizona Revised Statutes, Title 10 (or any successor statute), these bylaws may be altered, amended, supplemented, repealed or temporarily or permanently suspended, in whole or in part, or new bylaws may be adopted, at any duly constituted meeting of the board of directors, or, alternatively, by the written consent to corporate action without a meeting of all of the directors. If, however, any such action arises as a matter of necessity at any such meeting and is otherwise proper, no notice thereof shall be required.

Approval by Shareholders

The undersigned shareholders, being the only persons who together own all of the shares of Eastpointe High School, Inc., do hereby approve the foregoing bylaws pursuant to the unanimous written consent of all of the shareholders in lieu of a special meeting of the shareholders as though held on September 10, 1999.

_____

LARRY M. SIMMONS, Shareholder

_____

KAREN M. SIMMONS, Shareholder

BCS060

Attachments B/C

(Application with all attachments)

EASTPOINTE HIGH SCHOOL

8495 E. Broadway Blvd.
Tucson, Arizona 85710
520-731-8180
520-731-8179 fax

March 24, 2003

The Arizona State Board for Charter Schools
Executive Tower
1700 West Washington Street, Room 164
Phoenix, AZ 85007

The purpose of this letter is to explain our decision to apply for a split of our charter. Eastpointe High School Incorporated has one charter for its two sites, Eastpointe High School and Allsport Academy. We realize that the missions, areas of focus, target populations and teaching philosophies of the two schools are very different. By splitting the charter, the schools will better be able to focus on serving the individual needs of the different target student populations.

If the Board approves this application, Eastpointe High School will apply to amend their charter mission statement to remove Allsport Academy. This will help to make Eastpointe's mission statement more concise and focused on the target populations that we serve.

Thank you for your consideration,

Larry Simmons
President
Eastpointe High School Inc.

Arizona State Board for Charter Schools

2003-2004 Transfer Application for

Allsport Academy

8570 E. 22nd Street
Tucson, AZ 85710
(520) 731-2150
Fax (520) 731-2160
www.allsportacademy.com

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TITLE PAGE 2003-2004

Name of Charter School Allsport Academy

School Address 8570 E. 22nd Street Tucson, AZ 85710
*Additional site information should be submitted on Attachment C

Contact Person Larry Simmons
Authorized agent of the corporation or individual who currently holds the charter

Address 8495 E. Broadway

City Tucson State AZ Zip 85710 County Pima

Daytime Tel: (520) 731-8180 Fax: (520) 731-8179

E-mail: eastpointehighsc@qwest.net

Transferring from:

☒ ASBCS charter site to charter

☐ State Board of Education

☐ Local School District (district name)

☐ Date you began operating? August 2001

Please provide the following documents:

- A letter from your sponsor releasing you from your charter contract*
- Copy of your charter contract*
- Articles of Incorporation
- Lease agreement
- Insurance policy

* N/A Original Charter is with ASBCS

The charter school applicant acknowledges that he/she/it has read all Arizona statutes regarding charter schools and that, if approved, he/she/it is subject to and will ensure compliance with all relevant federal, state and local laws and requirements. The charter school applicant acknowledges that if the charter transfer is approved, he/she/it must execute a charter contract with the Arizona State Board for Charter Schools before the beginning of the fiscal year the transfer is scheduled to become effective. Failure to do so will be result in review by the Superintendent of Public Instruction.

Larry M. Simmons
Name of Applicant/Authorized Agent (please print)

Signature of Applicant/Authorized Agent

TITLE PAGE 2

Mission Statement: (use only this space)

Allsport Academy is founded on the principle that sports and education can be successfully combined and integrated into the lives of highly focused young athletes. We are committed to providing quality and well-rounded education. Our academic curriculum offers both teacher directed classes and computer-based learning that is self-paced . Our sports program is individually tailored and combines age appropriate physical training and conditioning along with instruction on keeping our bodies healthy.

	Grades Served (Please circle)	Total Number Served (At all campuses and in all grades combined)	Sites (Number Operating)
Year 03-04	K 1 2 3 4 5 6 7 8 9 10 11 12	400	2
Year 04-05	K 1 2 3 4 5 6 7 8 9 10 11 12	400	2
Year 05-06	K 1 2 3 4 5 6 7 8 9 10 11 12	400	2

School Calendar

- ☒ Standard
- ☐ Extended School Year
- ☐ Alternative **(please describe in 5 words or less)**

Instructional Days 178

Start Date 8/14/2003

Form of Organization

- ☐ Non-Profit Corporation
- ☒ For-Profit Corporation
- ☐ S-Corporation
- ☐ Other

- ☐ Partnership
- ☐ Sole Proprietorship
- ☐ Tribal Entity

Governing Body (Body responsible for the policy decisions of the school.) (A.R.S. 15-183.E.8)

Member Type	Number	Name	Name	Name
Parents				
Teachers				
School Staff				
Corporate	2	Larry Simmons	Karen Simmons	
Community	3	Lani Simmons	Theresa Brown	Susan Stroud

School Site Information

Name of School Allsport Academy

Site Contact Moses Montoya Title Director

Address 8570 E. 22nd Street

City Tucson State AZ Zip 85710 County Pima

Phone: (520) 731-2150 Fax: (520) 731-2160

E-mail: moses5555@aol.com

- ❑ Must submit a copy of the school's Certificate of Occupancy, Fire Marshal Occupancy Report and documents from the Arizona Department of Health Services (if applicable). A copy of a valid Fingerprint Clearance Card for the site administrator must also be provided.

Name of School_____

Site Contact_____ Title_____

Address_____

City_____ State_____ Zip_____ County_____

Phone: ( ) _____ Fax: ( ) _____

E-mail:_____

- ❑ Must submit a copy of the school's Certificate of Occupancy, Fire Marshal Occupancy Report and documents from the Arizona Department of Health Services (if applicable). A copy of a valid Fingerprint Clearance Card for the site administrator must also be provided.

Name of School_____

Site Contact_____ Title_____

Address_____

City_____ State_____ Zip_____ County_____

Phone: ( ) _____ Fax: ( ) _____

E-mail:_____

- ❑ Must submit a copy of the school's Certificate of Occupancy, Fire Marshal Occupancy Report and documents from the Arizona Department of Health Services (if applicable). A copy of a valid Fingerprint Clearance Card for the site administrator must also be provided.

CURRICULAR EMPHASIS

Allsport Academy believes that all children can learn, given the proper resources and attention. Allsport Academy will do whatever it takes for students to succeed on the SAT 9, AIMS test and in life itself. There are a number of ways to be successful at this goal. We believe that having small class sizes are integral to students learning. We strive to keep the student/ teacher ratio at 15:1. We also believe that having teachers that are experts in their field is extremely important. The teachers need to be able to answer the student's questions accurately and in a timely manner. The students and their education are the most important aspect for Allsport Academy. We feel that a safe learning environment is a necessity for students to learn. The students need to feel that when they come to school they are treated with respect and dignity from the other students and staff alike. Allsport Academy also believes that community involvement is an important factor for the success of all the students. The students take field trips into the community for a variety of activities including cleaning parks and feeding the homeless.

Allsport Academy combines self-paced learning with teacher-directed, structured classroom experiences to appeal to and address a wide variety of learning styles. The teachers are trained in the different learning styles and they teach utilizing different teaching styles to ensure that all students learn. The students are able to complete several classes from a computer-based program that utilizes a self-paced philosophy. The students are expected to work at their own pace. The students have teachers available for tutoring and assistance in the computer library. The teacher-directed classes are semester length classes that integrate the state standards into the curriculum. The students are taught all the standards for every class, in every grade, including the health and athletics class. Students have a weekly reading class that emphasizes the importance of reading throughout life. The weekly reading class utilizes all of the reading standards.

Allsport Academy believes that by emphasizing sports integrated with academics, the students will learn to lead a balanced, healthy lifestyle. The students participate in a partial block schedule combining a health class and an athletics class. The health class is utilized to teach the students the importance of having and maintaining a healthy body. The athletics class focuses on teaching the students the importance of focus, perseverance, and motivation. Allsport Academy believes that these attributes need to be learned at an early age to be carried with the students for the rest of their lives.

Allsport Academy's mission statement will be achieved through high academic standards and high expectations for all students. The student's progress will be monitored by a variety of assessment techniques including formal and informal assessments. The formal assessment includes teacher created tests, teacher created quizzes, performance based tests, the SAT 9 and the AIMS test. Informal assessment includes teacher observation, principal observation, class discussions, journals, and portfolios. The formal assessments give the teacher specific information on the progress of the students at that point in time. The informal assessments give the teacher a snapshot picture on what the students understands and is able to do at that moment. The portfolio will serve as a means to visualize

progression from one assignment to the next. Parents, teachers, and students are able to look at the portfolio at any given time to see a culmination of assignments for all classes from the day the student are enrolled at Allsport Academy.

Allsport Academy believes that by combining and integrating high academic and personal expectations for all students, expert teachers, positive re-enforcement, strict academic curriculum based on the standards, and a safe learning environment, the students will succeed on the SAT 9, AIMS test, and in life itself.

EFFECTIVENESS GOALS

GOAL	SPECIFIC OBJECTIVES (What will be measures?)	MEASUREMENT CRITERIA (How you will know it worked—means of measuring data, percent mastery, etc.)
1. Improve student learning	1.a. Elementary AIMS scores	1.a. 100% of students taking the test with all students making a steady increase in scores yearly
	1.b. Elementary SAT 9 scores	1.b. 100% of students taking the test with all students making a steady increase in scores yearly
	1.c. Secondary AIMS scores	1.c. 100% of students taking the test with all students Meeting the Standard or Exceeding the Standard
	1.d. School wide assessment scores	1.d. All students increasing at least one grade level each year in all subjects
2. Improve attendance	2.a. Attendance rate	2.a. Allsport has a minimum of a 96% attendance rate

EFFECTIVENESS GOALS

GOAL	SPECIFIC OBJECTIVES (What will be measures?)	MEASUREMENT CRITERIA (How you will know it worked—means of measuring data, percent mastery, etc.)
3. Improve classroom management	3.a. The amount of classroom disruptions	3.a. All students increasing at least one grade level each year in all subjects
4. Decrease student retention	4.a. Student retention rates	4.a. Allsport has a minimum of a 98% Promotion rate
5. Increase parent involvement	5.a. The amount of parents attending Parent's Night	5.a. The amount of parents attending Parent's Night will increase to a minimum of 50% of parents are attending
6. Increase student athletic ability	6.a. Physical Education Performance tests	6.a. The scores will steadily increase until all students are passing

HOW THE PROGRAM OF INSTRUCTION WILL BE MONITORED

The program of instruction is the pivot point for AllSport Academy. AllSport is able to utilize a wide variety of monitoring techniques. The teachers will be formally evaluated twice an academic year, once in October, and once in March. The evaluation process includes ensuring the teachers are teaching utilizing the lesson plans that are aligned with the State Academic Standards. The teachers will also be required to keep the daily lesson plans available in the classroom. The Director of AllSport Academy will be able to enter any classroom, at anytime to observe the teacher and to examine the daily lesson plan to ensure compliance.

At the beginning of the school year, the teachers will be given disaggregated data concerning SAT 9 and AIMS scores. With this disaggregated data, the teachers will be able to ensure that the correct students are given the proper instruction to make certain successful completion of the SAT 9 and AIMS test. The teachers will have access to the proper information showing growth throughout the years. A mentor will be available for the teachers to go to for advise and help on how to improve teaching methods throughout the year.

The students will be assessed at the beginning of the school year, in December, and again in May. The assessment tests will be standard and curriculum based. The students will expected to increase at least one-half grade level by December and at least one full grade level in May. Student that do not increase at least one-half grade level in December will be given special homework to complete over the Winter Break. These students will also be placed in special tutoring sessions during the spring semester to increase the likelihood of these students increasing one full grade level by May. The goal is to not have any students perform out of grade level.

The students in grades 5 and 8 will be given daily standard checkpoint quizzes in reading, writing and math. These standard checkpoint quizzes will give a snapshot of each student as to where they stand on learning the standards.

Curriculum maps have been created with the standards as the focus. Every single standard has been utilized in all the grades. Grade 5 has a core curriculum of a Science class, a math class, a Social Studies class, a Literature Arts class and a Language Arts class. Grade 6 has a core curriculum of a Science class, a math class, an advanced math class, a Social Studies class, a Literature Arts class and a Language Arts class. Grade 7 has a core curriculum of a Science class, a math class, a pre-algebra class, a Social Studies class, a Literature Arts class and a Language Arts class. Grade 8 has a core curriculum of a Science class, a pre-algebra class, an algebra class, a Social Studies class, a Literature Arts class and a Language Arts class. Grade 9 must take classes according to the graduation requirements of the Arizona Department of Education. Students in the 9th grade must take Literature Arts and Language Arts integrated as one class, a science class, a World History, an algebra class (Math 101 and 102), and elective, and the health and athletics block. All students will also have a block schedule for health and athletics. The health and athletics classes have been aligned to the state standards 100%.

AllSport Academy Stanford 9 Results

	Grade 6	Grade 7	Grade 8
LANGUAGE	**17**	**18**	**20**
MATH	**39**	**32**	**40**
READING	**43**	**36**	**37**

AllSport Academy AIMS Results

8th Grade		**Number Tested**	**MS**	**FFB**	**A**	**M**	**E**
Reading	**School**	**16**	**494**	**38%**	**25%**	**19%**	**19%**
	State	57484	504	24%	20%	40%	16%
Writing	**School**	**16**	**471**	**31%**	**44%**	**25%**	**0%**
	State	55420	493	15%	42%	41%	2%
Mathematics	**School**	**17**	**433**	**65%**	**24%**	**12%**	**0%**
	State	57734	459	39%	40%	14%	7%

- AllSport Academy has set a goal to increase SAT 9 scores 5 points for each student in each grade level per year and AIMS scores increase from Falls Far Below to Approaches, and Approaches to Meets, and Meets to Exceeds. Every student will increase one level each year that the AIMS test is taken.
- AllSport Academy is in the process of rewriting the curriculum to ensure that all standards are being taught for each grade level.
- Curriculum maps have been created for each grade level including the units taught each month, the standards taught, and how the students will be assessed.
- All teachers will be required to turn in the entire years lesson plans prior to teaching in August. The lesson plans will be analyzed to ensure that the teaching methods are effective and efficient.
- AllSport Academy will follow the Effectiveness Goals to ensure that all the student's achievement increases.
- AllSport Academy will assess the all incoming students upon enrollment to determine reading, writing, and math levels.
- All students will be assessed utilizing school created assessments to determine reading, writing, and math levels. All students will be assessed again in the beginning of December to ensure that the students have increased at least one-half grade level. The students will be assessed one more time in May to ensure that all students have increased at least one full grade level in reading, writing, and math.
- AllSport's Effectiveness Goals will be assessed on a yearly basis to ensure the school staff is on track achieving the goals.

Section Seven

Financial Information

2002 Independent

Audit

EASTPOINTE HIGH SCHOOL, INC.
June 30, 2002

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ARIZONA CHARTER SCHOOLS LEGAL COMPLIANCE QUESTIONNAIRE

EASTPOINTE HIGH SCHOOL, INC.
REPORT ON AUDIT OF FINANCIAL STATEMENTS
Year Ended June 30, 2002

BUSBY
SANFORD
BRADY
CERTIFIED
PUBLIC
ACCOUNTANTS PLC

INDEPENDENT AUDITORS' REPORT

Board of Directors
Eastpointe High School, Inc.

We have audited the accompanying balance sheet of Eastpointe High School, Inc. (an Arizona Corporation) as of June 30, 2002, and the related statements of income and retained earnings and cash flows for the year then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Eastpointe High School, Inc. as of June 30, 2002, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated February 10, 2003, on our consideration of Eastpointe High School, Inc.'s internal control over financial reporting and on our tests of its compliance with certain provisions of law, regulations, contracts and grants. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be read in conjunction with this report in considering the results of our audit.

Our audit was performed for the purpose of forming an opinion on the basic financial statements of Eastpointe High School, Inc. taken as a whole. The accompanying Arizona Charter Schools Legal Compliance Questionnaire is presented for purposes of additional analysis as required by Arizona State Board for Charter Schools and is not a required part of the basic financial statements. Such information has been subjected to the auditing precedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Busby Sanford Brady

Tucson, Arizona
February 10, 2003

2055 NORTH KOLB ROAD SUITE 101 • TUCSON ARIZONA 85715
520 733-2530 • FAX 520 733-2529 • E-MAIL TAXANDMONEYWISE.COM

EASTPOINTE HIGH SCHOOL, INC.

BALANCE SHEET

June 30, 2002

Assets	
Current assets	
Cash	$ 29,796
Cash held in escrow	5,000
Accounts receivable	20,116
Refundable income tax	5,112
Prepaid insurance	6,700
Total current assets	66,724
Property and equipment, net	884,946
Total assets	$ 951,670
Liabilities and Stockholders' Equity	
Current liabilites	
Accounts payable and accrued expenses	$ 75,524
Current portion of notes payable	91,806
Current portion of captial lease obligation	6,113
Income taxes payable	113,298
Loan from stockholder	900
Total current liabilities	287,641
Long-term liabilities	
Notes payable	353,007
Capital lease obligation	525
Deferred income taxes	7,673
Total liabilities	648,846
Stockholders' equity	
Common stock, no par value, 1,000,000 shares authorized 2,000 shares issued	2,000
Stock subscriptions receivable	(2,000)
Retained earnings	302,824
Total stockholders' equity	302,824
Total liabilities and stockholders' equity	$ 951,670

See accompanying notes to financial statements.

EASTPOINTE HIGH SCHOOL, INC.

STATEMENT OF INCOME AND RETAINED EARNINGS

Year ended June 30, 2002

Income	
State equalization assistance	$ 1,151,669
Classroom Site Fund distributions (Proposition 301)	82,716
Other	25,398
Total income	1,259,783
Operating expenses	
Advertising	2,542
Books and periodicals	2,164
Contract labor	8,382
Depreciation	54,521
Dues and subscriptions	7,643
Insurance	27,243
Interest	54,714
Professional services	56,588
Rent	17,137
Repairs and maintenance	27,220
Salaries and related benefits	567,349
Property taxes	17,459
Travel	2,404
Supplies	54,341
Utilities	50,661
Total operating expenses	950,368
Income from operations	309,415
Other income and expenses	
Loss on disposal of assets	(3,223)
Net income before income taxes	306,192
Provision for income taxes	(112,194)
Net income	193,998
Retained earnings at beginning of year	108,826
Retained earnings at end of year	$ 302,824

See accompanying notes to financial statements.

EASTPOINTE HIGH SCHOOL, INC.

STATEMENT OF CASH FLOWS

Year ended June 30, 2002

Cash flows from operating activities:	
Net income	$ 193,998
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	63,080
Loss on disposal of assets	3,223
Increase in accounts receivable and refundable income tax	(25,228)
Increase in cash held in escrow	(5,000)
Increase in prepaid insurance	(6,700)
Increase in income taxes payable	99,921
Increase in accounts payable and accrued expenses	60,672
Net cash provided by operating activities	383,966
Cash flows from investing activities:	
Purchase of property and equipment	(370,688)
Cash flows from financing activities:	
Repayments - capital lease	(5,767)
Repayments of long term notes payable	(135,517)
Proceeds from long term notes payable	151,552
Net cash provided by financing activities	10,268
Net increase in cash	23,546
Cash at beginning of year	6,250
Cash at end of year	$ 29,796
Supplemental disclosure of cash flow information:	
Income taxes paid	$ 21,662
Interest paid	$ 46,156

See accompanying notes to financial statements.

BCS080

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

Eastpointe High School, Inc (the "School") is an Arizona charter school located in Tucson, Arizona. The School was established through a charter contract with the Peach Spring School District, and began providing classroom instruction for grades nine through twelve in the fall of 1999. On June 28, 2000 the sponsorship transferred to the Arizona State Board for Charter Schools. The Arizona Charter Schools are intended to provide additional academic choices for parents and students that will improve pupil achievement. Charter school statutes support flexibility and innovation in key areas of operations and organizational structures, including scheduling, curriculum, and instructional methodologies. In August 2001, the School opened a second location, Allsport, for classroom instruction for grades six through eight.

The School is funded through the State Equalization program administered by the Arizona Department of Education.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the School considers all highly liquid securities purchased with a maturity of three months or less to be cash equivalents.

Property and Equipment

Property and equipment are carried on the balance sheet at cost. Minor additions are expensed in the year incurred. Depreciation is computed using straight-line and accelerated methods over the estimated useful lives of the assets.

Revenue Recognition

State revenue is recognized over the period to which it relates.

Income Taxes

Income tax expense reflects the tax effects of transactions reported in the financial statements and consists of taxes currently due or refundable, plus deferred taxes. Deferred taxes are recognized for differences between the basis of assets and liabilities for financial statement and income tax purposes. The differences are detailed in Note 7. Deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled.

Advertising Costs

The School expenses the costs of advertising as incurred.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 – ACCOUNTS RECEIVABLE

Accounts receivable consist of Arizona Classroom Site Fund (Proposition 301) distributions owed to the School at June 30, 2002. These distributions were received during July and August 2002.

NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment are summarized by major classifications as follows:

Furniture and equipment	$ 103,123
Buildings	742,389
Land	104,086
Total property and equipment	949,598
Less accumulated depreciation	(64,652)
	$ 884,946

Depreciation of assets under capital leases is included in depreciation expense. The cost of assets under capital lease was $17,490 and accumulated depreciation was $11,660 at June 30, 2002.

NOTE 4 – CONCENTRATIONS OF CREDIT RISK AND ECONOMIC DEPENDENCY

Substantially all of the School's revenue is received from state financial assistance and is subject to availability of funds and the School's compliance with state laws and regulations.

NOTE 5 – LEASING ARRANGEMENTS

The School leases a building at 8485 E. Broadway Blvd. in Tucson, Arizona, under a three-year operating lease agreement. Operating facilities rental payments for the site totaled $5,500 for the year ended June 30, 2002. As of June 30, 2002, approximately two years and six months remained on the lease.

The School is also obligated for equipment under a capital lease that expires in 2004.

NOTE 5 – LEASING ARRANGEMENTS (Continued)

Future minimum lease payments under noncancellable leases with initial or remaining lease terms in excess of one year as of June 30, 2002 are as follows:

Year ending June 30,		Operating lease	Capital leases
	2003	$ 12,000	$ 6,338
	2004	12,000	529
	2005	6,500	-
	2006	-	-
Total minimum lease payments		$ 30,500	6,867
Less amount representing interest			(229)
Present value of minimum lease payments			6,638
Less portion due within one year			(6,113)
Long term portion			$ 525

NOTE 6 – NOTES PAYABLE

Notes payable at June 30, 2002 consisted of the following:

Note payable to an individual requiring monthly payments of $1,733 including interest at 13% through September 2002, secured by real property. The note was paid in full in July 2002.	$ 49,723
Note payable to the Business Loan Center, requiring monthly payments of $4,016 including interest at prime plus 2.5% through June 27, 2014, secured by real property.	364,836
Note payable to Peach Springs School District, requiring monthly payments of $1,771 including interest at 6% through December 20, 2003.	30,254
Total debt	444,813
Less current portion	(91,806)
Total long-term debt	$353,007

Maturities of long-term debt are as follows:

Year Ending June 30	Amount
2003	$ 91,806
2004	31,746
2005	23,188
2006	25,031
2007	27,012
Thereafter	246,030
	$444,813

NOTE 7 - INCOME TAXES

The income tax provision differs from the expense that would result from applying federal statutory tax rates to income before income taxes primarily because of temporary differences created by using different depreciation methods for income tax purposes.

Income tax expense consists of the following components:

Current	
Federal	$ 92,237
State	21,059
Deferred (benefit)	(1,104)
Provision for income taxes	$112,194

NOTE 8 – CONTINGENT LIABILITY

The District participates in state-funded programs administered by various government agencies. The programs included in these financial statements may be subject to program compliance and/or financial monitoring by the granting agency or its representatives. The amount, if any, of expenditures which may be disallowed by the granting agencies cannot be determined at this time.

NOTE 9 – COMMITMENTS

At June 30, a deposit of $5,000 was held in an escrow account for a possible land purchase. The transaction was not completed, and the funds were returned to the School in October 2002.

NOTE 10 – SUBSEQUENT EVENT

In July 2002, Larry Simmons, director and shareholder of Eastpointe High School, loaned the school $27,500. The loan will be due and payable upon demand by either Larry Simmons or Karen Simmons, both shareholders of the school. Interest accrues at 6% beginning July 2, 2002 until the loan is paid in full.

EASTPOINTE HIGH SCHOOL, INC.
REPORT ON COMPLIANCE AND ON INTERNAL CONTROL
Year Ended June 30, 2002

BUSBY
SANFORD
BRADY
CERTIFIED
PUBLIC
ACCOUNTANTS PLC

Report on Compliance and on Internal Control Over Financial Reporting Based on an Audit of Financial Statements Performed In Accordance With *Government Auditing Standards*

Board of Directors
Eastpointe High School, Inc.

We have audited the financial statements of Eastpointe High School, Inc. (an Arizona Corporation) as of and for the year ended June 30, 2002, and have issued our report thereon dated February 10, 2003. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Compliance

As part of obtaining reasonable assurance about whether Eastpointe High School, Inc.'s financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grants, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance that are required to be reported under Government Auditing Standards. However, we noted certain immaterial instances of noncompliance, which we have reported to the management of Eastpointe High School, Inc. in a separate letter dated February 10, 2003.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered Eastpointe High School, Inc.'s internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control over financial reporting. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control over financial reporting that might be material weaknesses. A material weakness is a condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operations that we consider to be material weaknesses. However, we noted other matters involving the internal control over financial reporting, which we have reported to management of Eastpointe High School, Inc. in a separate letter dated February 10, 2003.

This report is intended solely for the information and use of the School Board, management, and state awarding agencies and pass-through entities, and is not intended to be and should not be used by anyone other than these specific parties.

Busby Sanford Brady

Tucson, Arizona
February 10, 2003

2055 NORTH KOLB ROAD SUITE 101 • TUCSON ARIZONA 85715
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BCS087

EASTPOINTE HIGH SCHOOL, INC. CHARTER SCHOOL

Arizona Charter Schools Legal Compliance Questionnaire

Fiscal Year Ended 6/30/02

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LEGA COMPLIANCE QUESTIC NAIRE

INSTRUCTIONS

In order to determine whether a charter school that is exempt from the requirements of the *Uniform System of Financial Records for Arizona Charter Schools* (USFRCS) is complying with applicable legal requirements, the auditors must complete the following Legal Compliance Questionnaire.

In addition, Arizona Revised Statutes (A.R.S.) §15-213(F) requires schools to have a systematic review of their purchasing practices performed in conjunction with their audit. The purpose of the review is to determine whether the school is in compliance with the procurement laws and applicable rules of the State. Schools meet this requirement by having their auditors complete Procurement questions 1 and 2 using the guidelines established by the Auditor General. The additional instructions, including required sample sizes, are specified on page 2 of this questionnaire. (If the school is exempt from following the School District Procurement Rules, the CPA firm should indicate "N/A" on questions 1 and 2 and cite the exemption in the Comments section.)

Further, A.R.S. §§15-183(E)(6) and 41-1279.21(A)(4) authorize the Auditor General to prescribe minimum audit standards for charter school audits. The following prescribed minimum audit standards for completing the Legal Compliance Questionnaire must be used in all audits for fiscal years ending after July 1, 1999. The Auditor General or the school's sponsor, as applicable, may reject audits not meeting these standards.

- Sufficient, competent evidence must be gathered for each question to satisfactorily determine whether the school complies with the legal requirements, and the evidence must be documented in the working papers.
- Evidence may be gathered through test work, observation, examination, and client assertion. However, client assertion alone is not adequate evidence to support "Yes" answers to the questionnaire.
- Population size should be considered in determining the number of items to test, and the items selected should be representative of the population. However, for Procurement question 1, the specified number of items to be tested must be used as described in the additional instructions provided in the Procurement section. For question 2 in the Procurement section, all items must be tested.
- The number of items tested must be sufficient to determine whether a deficiency was the result of an isolated incident or a recurring problem. Therefore, testing one transaction, record, or item is not sufficient.
- The sample size should be expanded if the auditor cannot clearly determine whether the school complies with the legal requirements on that question.
- If sufficient evidence has been gathered and documented during the audit, that evidence may be relied on to answer questions.
- All "No" and "N/A" answers must be adequately explained in the comments column or in an attachment. Findings must be described in sufficient detail to enable the Auditor General or the school's sponsor to describe the finding in a letter. The description should include the number of items tested and the number of exceptions noted.
- A "Yes" answer indicates that the auditor has determined that the school complies with the legal requirements on that question and a "No" answer indicates the school does not comply. However, the final determination of compliance on each question, as well as overall compliance with legal requirements, is made by the Auditor General or the school's sponsor based on the evidence presented in the questionnaire, audit reports, the auditor's working papers, and any other sources.

The audit working papers supporting auditors' answers to the Legal Compliance Questionnaire must be made available on request for review by the Office of the Auditor General or the school's sponsor. To facilitate this review, auditors may wish to include in the working papers a copy of the Questionnaire containing references to audit procedures performed for each question.

LEGA COMPLIANCE QUESTIC NAIRE

	YES/NO	COMMENTS
BUDGETS		
1. Was a notice of public hearing and special board meeting to adopt the proposed budget published in a newspaper of general circulation no later than ten days prior to the public hearing and board meeting?	Yes	Comment 1
2. Was a copy of the proposed budget filed with the Superintendent of Public Instruction no later than July 5 or the date of publication of the notice of the public hearing and board meeting?	Yes	Comment 2
3. Was the adopted budget signed by a majority of governing board members and filed with the Superintendent of Public Instruction by July 18?	Yes	Comment 3
4. Was the publisher's affidavit of publication of the notice of the public hearing and board meeting filed with the Superintendent of Public Instruction within 30 days after publication?	Yes	Comment 4
5. Was the adopted budget mathematically accurate, and did it include all school expenses?	Yes	
6. Was a copy of the budget maintained on file at the school?	Yes	
7. If the school revised the adopted budget, was the revision filed with the Arizona Department of Education (ADE)?	Yes	Comment 5

PROCUREMENT

For Procurement questions 1 and 2, auditors must select and test a specified number of transactions based on the school's average daily membership (ADM) as shown in the table below. The listed sample sizes represent the minimum level of required test work. Auditors should use their own judgment in determining whether a larger sample is needed.

ADM	SAMPLE SIZE
<1,000	5
1,000-5,000	10
>5,000	15

On the blank lines provided in questions 1 and 2, write the actual number of transactions tested. If all transactions are tested, indicate such in the "comments" column.

For question 1, at least 40 percent of the number of transactions tested must be for construction, and at least 40 percent of the number of transactions tested must be for purchases made through competitive sealed proposals. If these 40 percent thresholds cannot be met due to an inadequate population size, the auditor must test all transactions made for construction or made through competitive sealed proposals.

	YES/NO	COMMENTS
1. Based upon review of (__5__) purchases of construction, materials, and services that exceeded the amount requiring competitive purchasing [A.R.S.§§15-189.02 and 41-2535(A)], did the school follow the School District Procurement Rules as set forth in Title 7, Chapter 2, Articles 10 and 11, of the Arizona Administrative Code?	N/A	Exempt

LEGA COMPLIANCE QUESTIC NAIRE

	YES/NO	COMMENTS
a. For purchases made through competitive sealed bidding, did the school:		
▪ Give adequate notice of the invitation for bids as required by R7-2-1022?	N/A	Exempt
▪ Compile and maintain a list of prospective bidders in accordance with R7-2-1023?	N/A	Exempt
▪ Issue invitations for bids at least 14 days before the time and date set for bid opening unless a shorter time was determined necessary, and did the invitation for bids include all required information, including purchase specifications? R7-2-1024.	N/A	Exempt
▪ Stamp sealed bids with the time and date upon receipt and store bids unopened until the time and date set for bid opening? R7-2-1029.	N/A	Exempt
▪ Award contracts to the lowest responsible and responsive bidder whose bid conformed, in all material respects, to the requirements and evaluation criteria set forth in the invitation for bids? R7-2-1031.	N/A	Exempt
b. For purchases made through competitive sealed proposals, did the school:	N/A	Exempt
▪ Determine in writing that the use of competitive sealed bids was either not practicable or advantageous to the school based on criteria in R7-2-1041?	N/A	Exempt
▪ Include all applicable factors in the request for proposals required by R7-2-1024(B) and R7-2-1042(A)?	N/A	Exempt
▪ Give adequate notice of the request for proposals as required by R7-2-1042(C)?	N/A	Exempt
▪ Compile and maintain a list of prospective bidders in accordance with R7-2-1023?	N/A	Exempt
▪ Issue the request for proposals at least 14 days before the closing date and time for receipt of proposals unless a shorter time was determined necessary? R7-2-1042.B.	N/A	Exempt
▪ Stamp sealed proposals with the time and date upon receipt and store proposals unopened until the closing date and time for receipt of proposals? R7-2-1045.	N/A	Exempt
▪ Award the contract to the offeror whose proposal was determined in writing to be most advantageous to the school based on the factors set forth in the request for proposals and in accordance with the other provisions of R7-2-1050?	N/A	Exempt
c. For purchases made through the Simplified School Construction Procurement Program (R7-2-1033), did the school:	N/A	Exempt
▪ Ensure that construction costs did not exceed the maximum amount specified in A.R.S. §41-2535(B)?	N/A	Exempt

	YES/NO	COMMENTS
▪ Submit solicitations to bid and all other information related to the project to all vendors included in a list maintained by the County School Superintendent?	N/A	Exempt
▪ Open the bids at a public opening?	N/A	Exempt
▪ Keep the bids confidential until the public opening?	N/A	Exempt
▪ Encourage competition to the maximum extent possible?	N/A	Exempt
2. Based upon review of <u>all</u> emergency and sole source procurements:		
a. Did the school maintain a written statement for each emergency procurement documenting the basis for the emergency, the selection of the particular contractor, and why the price paid was reasonable, and was such statement signed by the individual authorized to initiate emergency procurements? R7-2-1057.	N/A	Exempt
b. Did the school retain written documentation of the Governing Board's determination that there was only one source for required materials, service, or construction items purchased through sole source procurement? R7-2-1053.	N/A	Exempt
AUDIT REQUIREMENTS		
1. Was the Office of the Auditor General's/State Board's letter approving the audit contract in the school's files?	Yes	
2. Does the date of the letter indicate that the contract was submitted to the Auditor General/State Board for approval before the audit commenced and in sufficient time for the audit to be completed within nine months after the fiscal year being audited?	Yes	
STUDENT ATTENDANCE REPORTING		
1. Was school in session for at least 175 days, and was membership and attendance recorded for each day school was in session? A.R.S. §15-902(H) and (I).	Yes	
2. Did the school ensure that:		
a. Kindergarten was in session for at least 346 hours in 175 days, not including lunch and recess periods?	N/A	Comment 6
b. Grades one through three were in session for at least 692 hours in 175 days, not including lunch and recess periods?	N/A	Comment 7
c. Grades four through six were in session for at least 865 hours in 175 days, not including lunch and recess periods?	Yes	Comment 8
d. Grades seven and eight were in session for at least 1,038 hours in 175 days, including recreational periods, not including lunch and recess periods?	Yes	Comment 9
e. High school classes were in session a minimum of 120 hours a year? A.R.S. §15-901(A).	Yes	Comment 10

	YES/NO	COMMENTS
3. For kindergarten programs with instructional time between 346 and 692 hours a year, were students in attendance for at least three-quarters of the day counted as being in attendance for one-half day? If the instructional time for the year was 692 hours or more, were students in attendance at least one-half of the day but less than three-quarters of the day counted as being in attendance for one-half day?	N/A	Comment 11
4. For elementary schools and junior high schools, were students in attendance for at least one-half day, but less than three-quarters of a day, counted as being in attendance for one-half day? Were students in attendance for at least three-quarters of a day counted in attendance for a day?	No	Comment 12
5. Did the school prorate the absences of high school students in accordance with the chart provided in ADE's *Instructions for Required Reports*?	Yes	Comment 13
6. Did the school prorate the membership of high school students enrolled in less than four subjects as provided in ADE's *Instructions for Required Reports*?	No	Comment 14
7. Were students absent for ten consecutive days or more withdrawn as of the first day of nonattendance, except those with excused absences? A.R.S. §15-901(A)(2).	Yes	Comment 15
8. Was an official notice of pupil withdrawal prepared and retained for each withdrawal and signed by a school administrator?	Yes	Comment 16
9. Were entry and withdrawal dates recorded in the public school registers in agreement with the applicable withdrawal and entry forms?	Yes	Comment 17
10. Did memberships and absences reported on the 40th- and 100th-day membership/absence reports agree with the public school registers for elementary schools and attendance cards for high schools, and were the reports submitted to ADE within 12 working days after the 40th- and 100th-days? A.R.S. §15-902(I).	Yes	Comment 18

RETENTION AND DISPOSITION OF RECORDS

Did the school retain records in accordance with the *Records Management Manual for Arizona School Districts* published by the Arizona State Library, Archives and Public Records?	Yes	

OPEN MEETING LAW

1. Did the school file a disclosure statement, identifying where public notices of its meetings will be posted, with the Secretary of State or Clerk of the County Board of Supervisors, as applicable?	Yes	Comment 19
2. Did the school maintain a record of notice given that includes a copy of each notice that was posted and information regarding the date, time, and place of posting?	No	Comment 20

LEGA COMPLIANCE QUESTIC NAIRE

	YES/NO	COMMENTS
3. Were notices and agendas of public meetings posted at least 24 hours before the meeting?	Yes	Comment 21
4. Were written minutes prepared or a recording made of governing board meetings? A.R.S. §38-431.01(B).	Yes	

This Questionnaire was completed in accordance with the minimum audit standards of the Office of the Auditor General as set forth in the instructions on page 1.

Busby Sanford Brady CPAs PLC	February 10, 2003
CPA Firm Name	Date
Darlene A. Brady	CPA
Preparer (CPA Firm Representative)	Title

Legal Compliance Questionnaire Comments

1. Notice posted June 26, 2001 for July 16, 2001 meeting per Daily Territorial Newspaper invoice.
2. The proposed budget was filed on July 3, 2001.
3. Adopted budget was signed by a majority of members and filed on July 18, 2001.
4. The affidavit of publication was reviewed. The affidavit was received by the Superintendent of Public Instruction on July 30, 2001.
5. The budget was revised for FY 2001-2002 and filed November 19, 2001.
6. No kindergarten at the school.
7. No grades one through three.
8. At least 1056 hours in at least 176 days
9. At least 1056 hours in at least 176 days
10. Classes were in session a minimum of 176 hours last year.
11. No kindergarten programs.
12. School Master software does not support half-day calculations. Per school management, instances of half-day attendance are minor. Management is working with the software vendor to correct the reporting mechanism.
13. Yes, per school management. Calculated per chart provided by ADE.
14. Full-time attendance is required, but two students were allowed part-time status during the 6/30/02 school year due to particular circumstances. Membership was not prorated for those two students.
15. Yes, per school management. Computerized attendance records were over-written after the end of the school year so that records could not be verified.
16. Yes, per school management. 20 student files were tested. Of those tested, all but two contained official withdrawal slips and appropriate signatures.
17. Yes, per school management. The school does not maintain registers other than computerized reporting. Computerized reports were over-written, resulting in no available documentation.
18. Yes, per school management. As in 17 above, subsequent over-writing of computerized records does not allow for testing. Submission of reports within 12 working days was documented.
19. Yes. No change to prior year disclosure statement.
20. The school maintains a record of notices. The date, time and place of the notice is not included on the notices, but will be included in the future.
21. Yes, per school management. Notices did not include date posted.

Background Information

Please provide the following information on the authorized agent, each governing body member, and any individuals responsible for the day-to-day operation of the school. A resume for each individual is also required. This page may be copied as many times as necessary.

Name Larry M. Simmons

Role in School (list positions with school) Administrator/Director

Employment History:
Using as much space as necessary below, please provide your employment history that supports your qualifications and relates your experiences to be considered sufficiently qualified to operate a charter school. Specifically address your qualifications and experiences as it relates to the development of academic programs, operations of a school or a small business, and background in financial management.

- As a teacher and Director, I wrote, trained staff, and implemented the Mesa Public Schools "Opportunity Hall", the first alternative high school for students at risk.
- As the Executive Director of Prehab of Arizona, I administered a multi-million dollar budget, ran the day-to-day operations and provided Masters level staff development through Nova University. This therapeutic educational program received funds from DES, Department of Education, Federal funds as grants and private donations. We at Prehab interacted with many city, state and federal government regulatory agencies.
- My participation with Family Life Center in Petaluma California was as a consultant to the Executive Director and Board.
- I was the Director and Administrator of the Alternative High School for the Catalina Foothills School District.
- 30 years of enjoyable and successful experiences at these organizations listed above.
- I have served as the Administrator of Eastpointe High School Charter from 1999-2003. It is a wonderful opportunity to draw from my educational/employment experiences.

Education History:
Using as much space as necessary below, please provide your educational training (including degrees earned, dates enrolled, and institution) that supports your qualifications to be considered sufficiently qualified to operate a charter school.

My primary educational training consists of a degree earned at Northern Arizona University where I received a B.S. in Philosophy and Writing, graduating in June, 1967. I received a Masters Degree from Northern Arizona University in Educational Counseling and graduated in June, 1969. I continued with postgraduate work at Northern Arizona University/Arizona State University and received a certification of School Psychology and the certification is active today.

Statement of Intent:
Using as much space as necessary below, provide a personal statement regarding your role and commitment to this application as it has been written.

I have served as a classroom teacher, counselor, School Psychologist and administrator spanning the last three decades. My service for the most part has been within the public school system (Mesa Public Schools, Tucson's Catalina Foothills School District) and community based non-profit agencies (Prehab of Arizona and Family Life Center, Petaluma California). I intend to help our charter school to develop resilient young people with the goals of becoming life long learners that strive for excellence. We intend to provide opportunities for students to gain fundamental skills in learning. I continue to learn from and have a love for our students and their quest for learning.

Larry M. Simmons
133 N. Southern Swale
Tucson, Arizona 85748
(520)721-0590

EDUCATION:

B.A.	June 1967	Northern Arizona University, Major, Philosophy
M.A.	June 1969	Northern Arizona University, Major Psychology
Post Graduate		Northern Arizona University, Credential, School Psychologist

PROFESSIONAL EXPERIENCE:

1970-1971 Founder and Executive Director, Opportunity Hall, Mesa Public Schools, Mesa Arizona – a psycho educational day treatment program for adolescents with problems

1971-1979 Founder and Executive Director, Prehab of Arizona, Mesa, Arizona – One of the largest non-profit human services agencies in Arizona

- Residential treatment programs at three locations for 60 adolescents with substance abuse and emotional problems
- The Center for Family Enrichment – Outpatient counseling center for children, youth and families and individuals in the community
- Crisis Shelter – Short term care and treatment for runaway, abused children
- Peer Counseling Program for Mesa Public Schools

1974-1981 Chairman of the Board, Homestyle Bakery, Mesa, Arizona – Four wholesale bakeries in Arizona, California, Colorado and Washington

1975-1977 President-Desert Rising construction Company, Mesa, Arizona – construction and sales for residential, warehouse and office space

1980-1987 President, Real Estate Training Network, Ltd., Mesa, Arizona – a real estate pre-licensing integrated education program.

1988-1994 Founder and President, Pathway 21 – a non-profit corporation specializing in peak performance

1993-2002 Founder and Director, Falcon Rock School, Catalina Foothills School District, Tucson, Arizona – an alternative day school for under achieving adolescents with problems.

1997-2001 Founder and Executive Director, The Learning Community – a private boarding school for students with ADD/ADHD and behavior problems.

1999-2003 Founder and Director of Eastpointe High School, Inc. a state of Arizona charter school grades 5-12, approximately 500 students.

TEACHING EXPERIENCE:

1969-1970 Race Relations Workshop, Mesa Public Schools, Mesa, Arizona

1074-1976 General Psychology and Leadership, Mesa Community College, Mesa, Arizona

Psychology and Group Process, Scottsdale Community College, Scottsdale, Arizona

1973-1979 Affective Education, Arizona State University, Tempe, Arizona
Prehab of Arizona Staff Training and Development Program, Mesa, Arizona – designed and taught the following courses in a 600 hour post-graduate training program for counselors/child care workers, in the fields of substance abuse prevention/intervention, psychology and education:

Drug and Alcohol Education	Crisis Intervention
Substance Abuse Prevention	Self-Esteem Enhancement
Intervention	Decision Making Skills
Reinforcement Theory	Stress Management
Communication Skills	Group Process
Problem Solving skills	Counseling Strategies

1981-1982 A New Vision of Reality, Berkley, California – Chairman of a two-semester program for psychologists and physicist, culminating in a conference at Stanford University and the University of California at Berkeley, attended by physical and social scientists of the first order

1988-1994 Pathway 21 Facilitator Training, Arizona and California – designed and taught Pathway 21's Peak Performance courses to educators, school administrators, corporate executives, psychiatrists, psychologists and other mental health professionals

1989-1990 Substance Abuses Interdiction, Nova University, Mesa Arizona – developed and taught curriculum for a master's degree program in Special Education with an emphasis on substance abuse interdiction

PUBLICATIONS:

1993 The Learning Community, Four corners Editions, 1993

Designed and Implemented The Learning Community's Program for the following agencies, schools and corporations:

- Prehab of Arizona, Mesa Arizona – residential treatment program for 60 adolescents with substance problems
- Family Life Center, Petaluma, California – a psychiatric residential treatment program for 45 adolescents with emotional problems

- Mesa Vista Public School, Mesa Arizona
- Tucson Unified School District, Tucson, Arizona
- Catalina Foothills School District, Tucson, Arizona
- Center Point, San Rafael, California – and adult drug and alcohol teatment program
- AMFAC Corporation, Salt Lake City, Utah; Tacoma, Washington; Spokane, Washington; Boise, Idaho; and Seattle, Washington – an electronic distribution company

AWARDS:

National recognition from the Department of Health, Education and Welfare for outstanding residential treatment programs, Prehab of Arizona

Man of the Year – Service to Mankind Award from the Sertoma Club, Mesa, Arizona

*References furnished upon request

Background Information

Please provide the following information on the authorized agent, each governing body member, and any individuals responsible for the day-to-day operation of the school. A resume for each individual is also required. This page may be copied as many times as necessary.

Name Karen M. Simmons

Role in School (list positions with school) Board Vice President/Secretary, Purchasing Agent

Employment History:
Using as much space as necessary below, please provide your employment history that supports your qualifications and relates your experiences to be considered sufficiently qualified to operate a charter school. Specifically address your qualifications and experiences as it relates to the development of academic programs, operations of a school or a small business, and background in financial management.

-Administrated a staff of 68 employees, both professional and support staff, for 4 years in the State Attorney General's office in Tucson. I concentrated on office management and employing experienced people.
-Finance Manager for an organization with a $150,000 budget a year. (3 yrs.)
-Organized and administrated a residential home/school for teenage boys called Helaman House in Mesa Arizona. I helped develop the curriculum and wrote a vocational program for the students. The home/school grew from 2 boys to 21 and the staff grew from 2 to 12.
-Substituted in several classes and all ages in the Tucson Unified School District

Education History:
Using as much space as necessary below, please provide your educational training (including degrees earned, dates enrolled, and institution) that supports your qualifications to be considered sufficiently qualified to operate a charter school.

-B.A. in Humanities, University of Arizona, 1982
-15 hours toward a Masters Degree in English
-Attended seminars and workshops in many educational areas such as teaching techniques, classroom discipline, financial management, etc.

Statement of Intent:
Using as much space as necessary below, provide a personal statement regarding your role and commitment to this application as it has been written.

-I believe that education is a panacea for both society in general as well as individuals. Being part of the Allsport Academy Organization, that provides a safe, interesting, enjoyable learning atmosphere, is very rewarding. Making sure caring and experienced staff, (Educational and Business) are part of the organization, insures that student progression, curriculum development and business management are the major goals.

Karen M. Simmons
133 N. Southern Swale
Tucson, Arizona 85748

520-721-0590
karensimmons@yahoo.com

Education:

1978-79 Arizona State University
1980-82 University of Arizona, Bachelor of Arts Degree
with 15 hours toward a Masters Degree in English

Professional Experience:

2000-2003 **Administrator and Substitute Teacher at Eastpointe High School and Allsport Academy.** Worked in various areas of both schools such as accounts payable, the Human Resource Department, scheduling construction as well as substituting in the Social Studies class.

1995-2000 **Administrative Assistant to the President of Intergroup of Arizona**, the largest HMO in Arizona consisting of approximately 375,000 members and over 620 employees. I scheduled all of the meetings and travel for the President, and I planned and recorded minutes for a weekly Sr. Staff meeting. Depending on the importance and urgency, I either responded to phone calls and correspondence myself, or determined which calls and correspondence should be transferred to one of the Vice Presidents and which should be given to the President. I arranged and distributed packets for the quarterly Board Meeting. I interacted with community leaders and arranged to give contributions to charitable institutions.

1991-1994 **Office Administrator for Grant Woods, Attorney General of the State of Arizona**. Besides managing a staff of 97 people, I interacted with the community leaders and worked with community organizations on major issues concerning the state. I also arranged press conferences for the Attorney General, and I represented him at social functions when he was unable to attend.

1989-1991 **Project Director for Mike Boyd, the Pima County Recorder**. One major project was working with every High School Principal and District Superintendent in Pima County and I arranged voter registration seminars in every school.

1987-1988 **Finance Director and Office Manager for Pima County Republican Party**. I managed a budget of $250,000 and directed "Trunk and Tusk" a fund raising program by scheduling national speakers.

1976-1987 **Various positions that included:**

- Educational Director for a boy's school
- Assistant Manager for a department store
- Substitute teacher and tutor for high school and college students
- Volunteer Aide in the Westside City Council Office in Tucson Arizona.

**Proficient in Word, Excel, Power Point & Internet Searching*
**References are available upon request*

Background Information

Please provide the following information on the authorized agent, each governing body member, and any individuals responsible for the day-to-day operation of the school. A resume for each individual is also required. This page may be copied as many times as necessary.

Name Susan Stroud

Role in School (list positions with school) Board Member

Employment History:
Using as much space as necessary below, please provide your employment history that supports your qualifications and relates your experiences to be considered sufficiently qualified to operate a charter school. Specifically address your qualifications and experiences as it relates to the development of academic programs, operations of a school or a small business, and background in financial management.

I am the founder and executive director of a residential treatment program and private school in California since 1978. Family Life Center is certified by the State Department of Education and we were the first school in Sonoma County to achieve WASC (Western Association of Schools and Colleges) Accreditation. In my capacity as Executive Director, I manage the academic and treatment program for 48 Special Education adolescent boys and girls, all aspects of human resources, property management and a fiscal budget of $5 million dollars.

Education History:
Using as much space as necessary below, please provide your educational training (including degrees earned, dates enrolled, and institution) that supports your qualifications to be considered sufficiently qualified to operate a charter school.

I received a Bachelors of Science in Child Development and Family Studies from Arizona State University in 1974 and a Masters Degree in Psychology from Sonoma State University in 1983. I have participated in on-going continuing education for the last 25 years, including 40 hours of state-approved continuing education every two years to maintain Administrator's Certification from the State Department of Social Services.

Statement of Intent:
Using as much space as necessary below, provide a personal statement regarding your role and commitment to this application as it has been written.

I continue to have a commitment to working with children and families, guiding them both educationally and therapeutically. Vision, meaningful philosophy and mission statement, enriched curriculum development, effective and responsible teachers and support staff, well-maintained and pleasant physical property, clear administrative policies and procedures and sound fiscal management contribute to a successful learning environment. I am committed to ensure that Allsport Academy demonstrates these principles of effective management. I am honored to have been invited to serve as a member of the Governing Board and to have the opportunity to contribute to Allsport Academy.

Susan Marie Stroud
2952 Brayton Lane
Petaluma, CA 95952

EDUCATION:

Sonoma State University
M.A. in Psychology
Graduated in 1983

Arizona State University
B.S. in Child Development and Family Studies
Graduated in 1974

Post Graduate:

Participated in a nine-month comprehensive training and development program coordinated with Prehab of Arizona, a human services agency in Mesa, Arizona. This included the development of treatment components and educational curriculum for emotionally disturbed youth, business administration, financial planning, communication skill training, team building, decision making strategy, and psycho-educational interventions. This program received an award and national recognition from the U.S. Department of Health, Education and Welfare.

On-going continuing education in fields related to the position of Executive Director, Family Life Center.

EXPERIENCE:

6/77 -- Present

Family Life Center, **Founder and Executive Director**
365 Kuck Lane, Petaluma 94952 (707) 795-6954

Family Life Center (FLC) is a private, non-profit California corporation providing psychiatric residential treatment and special education services for 48 adolescent boys and girls.

Job Description: As Founder, developed and implemented the therapeutic and educational programs, administrative policies and procedures, staff training and development program, and all other aspects of a start-up agency. Other responsibilities include:

- Recruiting, employing, managing and training 80 staff
- Developing administrative policies and procedures to insure clear lines of responsibility and equitable workloads
- Supervising the overall therapeutic and educational program

- Evaluating program effectiveness in concert with FLC's professional staff, FLC's Board of Directors, California Alliance of Children and Family Services, placement workers, and state licensing and education representatives
- Working with the State Department of Social Services, State Department of Education and other federal, state and local governmental agencies
- Providing information to the Board of Directors in the areas of Finance, Human Resources, Program, Physical Properties, and Community and Government Developments that effect FLC's programs and policies, and working with the Board in these areas as they pertain to overall administration and leadership
- Overseeing the fiscal management of an annual $5 million budget
- Securing and administering government and private contracts
- Establishing and implementing fund development goals
- Supervising intake for resident services
- Public relations and community liaison
- Supervising the management of six country properties, building maintenance, safety standards and site development

6/76 –6/77 The Children's Center, **Founder and Executive Director**, Tucson, Arizona

The Children's Center operates as a preschool and day care facility for children ages two to six years old.

Job Description: Established and directed The Children's Center. Responsibilities included securing real estate, licensing, program development, educational curriculum and direct care. Other duties included administration, staff training, and interfacing with the community.

6/76 – 6/77 Creative Learning Systems, **Consultant**
Tucson, Arizona

Job Description: Provided counseling training for probation officers and educators in dealing with delinquent and pre-delinquent children. This was funded by Pima County Juvenile Court Center and U.S. Justice Department Law Enforcement Assistant Administration.

1/75 – 5/76 Prehab of Arizona, **Counselor**
Mesa, Arizona

Prehab is a United Way human services agency which includes two

24-hour residential treatment centers for adolescents, a 24-hour crisis counseling center, a foster child placement program, a family counseling center, a battered women's program, an alternative high school day program, and community education. Prehab of Arizona was listed as one of the reasons Mesa, Arizona was selected as a 1979 All American City.

Job Description: Responsible for individual counseling, co-facilitating group and family counseling, report writing, and overall supervision and care of residents in the co-ed, adolescent residential treatment program.

2/73 – 5/74 Maricopa County Juvenile Detention Center, **Volunteer Probation Officer**, Phoenix, Arizona

Job Description: Supervised dormitory and social activities in the Juvenile Detention Center for girls. Responsibilities included facilitating group process, interacting with families, attending court hearings, and providing progress reports to juvenile probation officers.

9/70 – 5/73 Arizona State University, College of Business Administration, Management Department, **Secretary,** Tempe, Arizona

Job Description: General office responsibilities.

REFERENCES: Provided upon request

Background Information

Please provide the following information on the authorized agent, each governing body member, and any individuals responsible for the day-to-day operation of the school. A resume for each individual is also required. This page may be copied as many times as necessary.

Name Theresa Brown

Role in School (list positions with school) Board Member

Employment History:
Using as much space as necessary below, please provide your employment history that supports your qualifications and relates your experiences to be considered sufficiently qualified to operate a charter school. Specifically address your qualifications and experiences as it relates to the development of academic programs, operations of a school or a small business, and background in financial management.

I have had organizational experience in my role as Research Assistant at F.A.R.M.S., a non-profit research organization. In my role as Property Manager for Stoney Brook Apartment Homes, I managed the staff, was responsible for the property budget and all the marketing and sales of the property. I was also solely responsible for the finances of the property. Currently I am an at-home-mother, which gives me additional experience and insight into the needs of children. All of these experiences have given me the necessary experience to be an effective Board Member.

Education History:
Using as much space as necessary below, please provide your educational training (including degrees earned, dates enrolled, and institution) that supports your qualifications to be considered sufficiently qualified to operate a charter school.

- Bachelor of Arts from Brigham Young University with a major in Near Eastern Studies. I was enrolled from September 1987 to August 1989 and April 1992 to December 1994

Statement of Intent:
Using as much space as necessary below, provide a personal statement regarding your role and commitment to this application as it has been written.

As a Board Member for Allsport Academy, I am committed to help facilitate good decision-making regarding fiscal management, goal planning, staff development and school policies. I am equally committed to help ensure that students receive the best education and opportunities possible.

THERESA BROWN

10110 E. Sweetleaf Dr.
Tucson, Arizona 85748
520-886-9781

EDUCATION

Bachelor of Arts, Near Eastern Studies; Hebrew emphasis, *Brigham Young University*, Provo Utah

Brigham Young University, Israel Study Abroad
(June 1989 to August 1989)

Brigham Young University, Laie HI
(September 1987 to December 1988)

WORK EXPERIENCE

Stay-at-Home Mom
(October 1999-present)

Community Services Manager, Stoney Brook Apartment Homes
(October 1998 to October 1999)
Responsible for management of 48 units, staff and budget

Assistant to the President, F.A.R.M.S, Provo, UT
(January 1995 to May 1997)
- Coordinator for other Research Assistants
- Project Assistant
- Research Assistant
- Office Assistant

Instructor, Missionary Training Center, Provo, UT
(April 1992 to September 1993 and January 1994 to December 1995)
- Teaching Oral Presentation Skills
- Conducting Role Play Interactions
- Interviewing Various Students

Supervisor, Missionary Training Center, Provo, UT
(September 1993 to January 1994)
- Responsible for up to 60 Missionaries
- Helping Teachers Motivate Missionaries
- Monitoring Calls with Computer/Telephone
- Helping Productivity with Daily Feedback
- Providing Computer Training/Support
- Solving Computer Problems

VOLUNTEER EXPERIENCE

Representative, LDS Church, Lansing, MI
(August 1990 to January 1992)

SKILLS

General Office Skills
Type 50 wpm
Knowledge of WordPerfect, Word, Most Microsoft products, Internet
Adept in Interpersonal Communication

Background Information

Please provide the following information on the authorized agent, each governing body member, and any individuals responsible for the day-to-day operation of the school. A resume for each individual is also required. This page may be copied as many times as necessary.

Name Lani Marie Simmons

Role in School (list positions with school) Governing Board Member

Employment History:
Using as much space as necessary below, please provide your employment history that supports your qualifications and relates your experiences to be considered sufficiently qualified to operate a charter school. Specifically address your qualifications and experiences as it relates to the development of academic programs, operations of a school or a small business, and background in financial management.

I have worked in the educational and human services field since 1980. I am familiar with all aspects of organizational development including academic and life skill curriculums, human resources and financial management, policy development and community relations. I designed implemented educational programming for several early childhood centers, a s well as a therapeutic adolecenent program with a full licensed special education school, and vocational training for developmentally disabled individuals. I have hired, trained and disciplined hundreds of employees throughout my career. Managing staffing patterns and human resource functions are my expertise. I currently participate in a relatively complex public school financial planning process. I have developed consistent operational practices for many organizations by writing legal and ethical policy.

Education History:
Using as much space as necessary below, please provide your educational training (including degrees earned, dates enrolled, and institution) that supports your qualifications to be considered sufficiently qualified to operate a charter school.

I have a bachelor's degree in English, with over thirty units in education from Sonoma State University in California. I graduated in 1985. I also have a master's degree in organizational management from the University of Phoenix. This program has a very strong human resources emphasis, and I graduated in 1999.

Statement of Intent:
Using as much space as necessary below, provide a personal statement regarding your role and commitment to this application as it has been written.

My role as a governing board member is to ensure that students receive a high quality education, by identifying pertinent short and long range goals to support our mission. I am committed to fostering a sound governing board decision making process, clear policy development, strategic planning, curriculum management, fiscal management, staff development and strengthening community relations.

Lani Marie Simmons
3108 East Towner Street Tucson, Arizona 85716
(520) 319-2278 home or (520) 577-5082 work
lms@fc.cfsd.k12.az.us

>More than 17 years of experience in human resources administration-
>Excellent community relations, policy development and supervisory skills-
>Deft negotiator and mediator-
>Demonstrated high level of accountably and emotional intelligence-
>Effective change agent-

Education: Master's degree in Organizational Management, graduated with distinction
Bachelor's degree in English, with emphasis in education

10/95 to present
Director of Human Resources for Catalina Foothills School District

- Accountable for all aspects of human resources systems, communication, information flow, and day to day operations serving more than 850 employees
- District employment specialist, ensuring consistent application and compliance with ADA, FMLA, FLSA, EEO, AA, COBRA, HIPAA, Unemployment Insurance and Arizona Workers' Compensation requirements
- Conduct and analyze compensation studies, prepare all compensation data for salary and wage determination, and provide all compensation information for accounting and payroll functioning
- Oversee and manage employee insurance benefit programs
- Gather and interpret employee data to be used for report writing and employment forecasting
- Develop and implement all recruitment, hiring, evaluation, discipline and termination procedures for the district
- Charged with writing results driven human resources department goals, and effectively supervising department staff
- Manage all employee related records and information systems, both hard copy and electronic, maintaining compliance with record keeping standards, and right to privacy requirements
- Develop and oversee employee training and orientation programs, create and implement various training materials
- Conduct and facilitate all employee complaints, investigations, and formal grievance proceedings
- Serve as the point of contact for administrators, employees and public regarding all personnel matters to assure effective implementation of policies and procedures
- Represent the district in political and social arenas

07/95 to 10/95
Branch Supervisor for Arizona Automobile Association

- Overall responsibility for branch operations
- Supervised insurance and travel agents who met or exceeded marketing objectives with complete customer satisfaction
- Implemented systems and methods used to achieve corporate strategic goals
- Quickly resolved production, morale, record keeping and community relations difficulties
- Successfully prepared a more cooperative and productive work environment for my replacement

04/94 to 06/95
Manager of Production, Training and Supported Employment for Riverside Industries, Incorporation

- Responsible for the functioning and production results of two separate departments
- Supervised 15 vocational instructors who provided quality programming for more than 60 developmentally disabled trainees in a high pressured, industrial work setting
- Conducted all essential meetings and facilitated numerous staff development trainings
- Investigated all incident reports with diplomacy and tact
- Liaison for both departments, all trainees and the greater community
- Consistently met all quality control standards according to contract and job specifications

1993-04/94
Consultant for Enhancement Enterprises, Pediatric Occupational Health Clinic

- Collaborated with the business owner to bring all fiscal procedures in-house from a private accounting firm
- Developed all information and record keeping systems
- Prepared the clinic for permanent administrative hire and client expansion

1989 - 1993
Agency Administrative Assistant for Northampton Center for Children and Families / The Children's Clinic

- Generated all documentation and reporting for license and accreditation reviews
- Supervised and trained all administrative staff, monitoring and coordinating work assignments
- Maintained all personnel, clinical and programmatic records for 75 employees, 27 residential clients and 100 out- patient clients, ensuring compliance to federal and state regulations
- Initiated all outreach efforts to recruit and hire employees and interns
- Served as the agency's Affirmative Action and Human Rights Officer
- Monitored employee benefit and insurance programs
- Managed several budgets
- Successfully carried out various public relation assignments and often represented the agency at political or fund raising events

1988
Center Director for LaCasse Head Start Program

1983 - 1984
Teacher and Acting Head Teacher for Montessori Children's House

1980 - 1982
Head Teacher for Harvest Preschool

Active Member in the following Professional Associations

Society of Human Resource Managers
International Personnel Management Association
American Association of School Personnel Administrators
Southern Arizona School Personnel Administrators

Credentials

Certified to teach community college by Arizona State Board for Community Colleges
ADE Provisional Adult Education Teaching Certificate, expires 10/31/2003
ADE Substitute Teaching Certificate, expires 10/31/2006
Notary Public, commission expires 11/11/2003

PROFESSIONAL AND PERSONAL REFERENCES FOR:
LANI SIMMONS

Terry Downey
Assistant Superintendent
Catalina Foothills School District
2101 East River Road
Tucson, Arizona 85718
(520) 299-6446

Pamela Roberts
Executive Director of Human Resources
Amphitheater School District
701 West Wetmore
Tucson, Arizona 85705
(520) 299-0826 home
(520) 696-5113

Char Gentes
Consultant and Former Director
Riverside Industries, Inc.
One Cottage Street
Easthampton, MA 01027
(413) 527-2711

Dr. Carl Cutchins (please ask for Andy Pollock)
Executive Director
Northampton Center for Children & Families
78 Pomeroy Terrace
Northampton, MA 01060
(413) 584-1310

Dr. Cynthia Monahan
Clinical Psychologist
The Children's Clinic
Northampton, MA 01060
(413) 584-1310

Jeanne Ashlaw
Pediatric Occupational Therapist
Enhancement Enterprises
South Hadley, MA 01035
(413) 586-7855

Human Resources Director
Arizona Automobile Association
P O Box 33119
Phoenix, Arizona 85067
(602) 274-1116

Duane Richards
Branch Manager
Arizona Automobile Association
Paradise Valley, AZ 85253
(602) 274-1116

Personal References:

Joy Barry
Friend - 20 years
(617) 510-9488

Chiquita Chevilier
Friend - 20 years
(305) 919-9598

Background Information

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Name Moses A. Montoya

Role in School (list positions with school) Assistant Administrator & Athletic Director

Employment History:
Using as much space as necessary below, please provide your employment history that supports your qualifications and relates your experiences to be considered sufficiently qualified to operate a charter school. Specifically address your qualifications and experiences as it relates to the development of academic programs, operations of a school or a small business, and background in financial management.

From 1993 through 2001, I served as a minister in the Church of Jesus Christ of Latter Day Saints. My duties included overseeing the welfare and religious teaching and education of my congregation with emphasis on the youth of Pre-school through High School age. I oversaw the daily and weekly teaching of existing classes, created and implemented new classes as needed and provided regular teacher education classes and seminars. Much of my work was in the area of "at-risk" youth in disadvantaged neighborhoods. I helped establish a neighborhood teen center and I received public recognition, (from the Los Angeles County Board of Supervisors,) for my work in this area.

My experience and specialized training in the areas of Commercial Financial Statement Analysis and International Economics while serving at the divisional level in Banking, (Crocker National Bank 1973-1978 and National Bank of Long Beach, 1982-1985) gives me great insight to the workings of finance at the highest levels. During this period I lectured at several universities in the Greater Los Angeles area on the subjects of International Trade Finance, Insurance, and Logistics. Additionally, while serving as the Chief Financial Officer for MEDEXCO - MEDICAL EXPORT COMPANY, (1986-1989) and MAYDAY MEDICAL CORPORATION, (1989-1994), I was involved in the development and implementation of corporate business plans, growth strategies including marketing and advertising, and cash management systems in a small business environment.

Education History:
Using as much space as necessary below, please provide your educational training (including degrees earned, dates enrolled, and institution) that supports your qualifications to be considered sufficiently qualified to operate a charter school.

1968-1972 RIO HONDO COLLEGE, Whittier, California

1973-1977 AMERICAN INSTITUTE OF BANKING, Los Angeles, California and Boulder Colorado

Statement of Intent:
Using as much space as necessary below, provide a personal statement regarding your role and commitment to this application as it has been written.

Recent data released by the federal government relates a concern for the overweight condition of much of America's youth. This flies in the face of public consensus that the health and education of our youth form the foundation of our future as a society.

I am personally committed to the advancement of health and education. I believe that we can successfully reach our youth through innovative teaching processes that include a vigorous regimen of sports, exercise, and discipline combined with modern computer-based learning. My position at this facility provides me the perfect setting and opportunity to contribute positively to the improvement of our children's physical fitness, mental well being, and academic success.

While it was not in my formal training or education to be an educator, it has long been a part of my life to work with and educate youth. Though I have seven children of my own, in 1983 I took in four homeless youth because I was concerned for their personal welfare. I am certain that my life's experience in working with young people has played a great part in my success in reaching out to them.

MOSES A. MONTOYA

5555 Indian Trail, Tucson, AZ 85750 -- (520)577-8826/Cell. (520)237-0768

EMPLOYMENT HISTORY

01/01 Present

ALLSPORT ACADEMY 8505 E. 22nd street, Tucson, AZ 85710
Type of Business: Public Charter School
Position: Athletic Director
Objective: Oversee the planning and administration of athletic programs including staffing and facilities. Oversee the marketing and advertising programs to create public awareness and promote the school. Liaison with parents and parent organizations to address their concerns and receive their suggestions as they apply to our school's improvement.

2/99 to 1/01

ACCUBANC/NATIONAL CITY MORTGAGE - 333 N. Wilmot Rd.,Tucson, AZ
and **CENTEX HOME EQUITY – 5151 E. Broadway Blvd. Tucson, AZ**
Type of Business: Mortgage Banker
Position: Senior. Loan Officer
Objective: Originate conforming and Sub-prime 1st and 2nd Mortgages in a retail environment.

8/98 to 1/99

AHWATUKEE MORTG. & INVESTMENTS, Inc. - 1101 N. Wilmot Rd. Tucson, AZ
Type of Business: Mortgage Broker
Position: Divisional Manager/ Assistant Vice President
Objective: Open/manage a new Retail Branch while creating the mission statement and market entry strategies for the new Minority Lending Division with a staff of eleven. Complete Divisional P&L responsibility.

9/96 to 2/2000

NEW WEST LENDING, Inc. – 6065 E. Grant Rd., Tucson, AZ
Type of Business: Mortgage Banker
Position: Branch Manager
Objective: Establish and manage a start-up branch originating 1st and 2nd Conforming and Non-conforming mortgages including 125% CLTV programs. Duties included hiring, training and supervising branch personnel, develop and implement marketing programs including direct mail, telemarketing, and Broker Services to promote sales. Lead branch to profitability within the first quarter of operations. Complete P&L responsibility.

4/96 to 8/96

WORLDWIDE CREDIT CORP. – 6701 N. Oracle Rd. , Tucson, AZ
Type of Business: Mortgage Banker
Position: Loan Officer
Objective: Originate 1st and 2nd mortgage loans with emphasis on Sub-prime and 125% CLTV programs. Duties included preparing files for underwriting, approval and in-branch closings.1996, Top branch producer.

1989 to 1996 **MAYDAY MEDICAL CORP. , Walnut, CA**
Type of Business: Sales and Distribution of Medical Supplies
Position: Chief : Financial Officer
Duties: Complete Profit and Loss responsibilities including purchasing/pricing, marketing, advertising, and logistics/distribution. Developed International Marketing strategies and was involved in all foreign government contract negotiations.

7/86 to 4/89 **MEDEXCO- MEDICAL EXPORT COMPANY, Huntington Beach, CA**
Type of Business: Export Distribution of Medical Instruments and Equipment
Position: Chief Financial Officer
Objective: Create and Implement financial strategies for cash management and loan acquisitions. Create and implement programs to; (1) identify and target foreign markets, (2)develop international marketing/sales/distribution strategies and procedures with emphasis on Latin American Markets, (3) structure/negotiate international contracts and financing using local, state and federal programs to assure project success. I reported directly to the company president.

1983 to 7/85 **NATIONAL BANK OF LONG BEACH – Long Beach Blvd., Long Beach, CA**
Type of Business: Banking
Position: Assistant Manager and Vice President of International Division
Objective: Promote Banking services to the local business community. Duties included Divisional Administration.

EDUCATIONAL HISTORY

Major Course of Study: Business Administration and Banking. Rio Hondo College, Whittier, California and American Institute of Banking, Los Angeles, California - School of International Banking, University of Colorado, Boulder Campus.

PERSONAL

Languages Spoken: English, Spanish and French.

Computer Proficiency in Microsoft Word/Publisher, Excel, Powerpoint., Loan Pro, Loan Soft and Calyx/Winpoint.

Recipient of Special Commendation: LOS ANGELES COUNTY BOARD OF SUPERVISORS for Community Service, 1991.

Finalist:; Hispanic/American Family Foundation Award as "Hispanic/American Family of the Year" (1991) in recognition of community service.

Special Interests/Sports: Snow Skiing, Soccer, Fishing

Trade Affiliations: International Business Association of Long Beach (Former Board Member)
International Association of the South Bay (Former Board Member)

Guest Lecturer: The Alumni Assoc. of the American Graduate School of International Management-University of California, Los Angeles - California State University, Dominguez Hills-Loyola Marymount College - U.S. Department of Commerce, Los Angeles

References Available Upon Request

Background Information

Please provide the following information on the authorized agent, each governing body member, and any individuals responsible for the day-to-day operation of the school. A resume for each individual is also required. This page may be copied as many times as necessary.

Name Todd Brown

Role in School (list positions with school) Business Manager

Employment History:
Using as much space as necessary below, please provide your employment history that supports your qualifications and relates your experiences to be considered sufficiently qualified to operate a charter school. Specifically address your qualifications and experiences as it relates to the development of academic programs, operations of a school or a small business, and background in financial management.

I feel that my experience in a wide variety of businesses gives me a unique perspective on running a business. My business background has given me the skills that I need to run a successful small business like a charter school. Some specific qualification and experiences are:

- Marketing background that will allow me to market the school and achieve the enrollment goals that we have set.
- Years of experience working with million dollar budgets and budget management.
- Supervised groups of employees and developed training and recognition programs for large groups of employees.

Education History:
Using as much space as necessary below, please provide your educational training (including degrees earned, dates enrolled, and institution) that supports your qualifications to be considered sufficiently qualified to operate a charter school.

- Master of Business Administration from the Marriott School of Management with an emphasis in Marketing. I was enrolled from August 1996 to May of 1998.
- Bachelor of Arts from Brigham Young University with a major in History and a minor in Business Administration. I was enrolled from January 1992 to December 1994
- Attended continuing education seminars dealing with employee training, employment law and getting the most out of your employees.

Statement of Intent:
Using as much space as necessary below, provide a personal statement regarding your role and commitment to this application as it has been written.

My role as Business Manager is to provide the financial stability and business leadership to the organization so it can focus on accomplishing its mission of providing a quality education for all of its students. I am committed to ensure that the mission, goals and other provisions contained in this application are instituted and followed.

TODD S. BROWN

10110 E. Sweetleaf Dr. Tucson, AZ 85748 • (520) 886-9781 or 891-9781 • E-mail address tbrown@wfol.net

Career Summary

MBA, with five years of business experience in services industries. Strong organizational, management, communication and computer skills. Expertise in direct marketing, database marketing, organizing and running effective sales and training conferences, market research, internal/external communications and all aspects of running a small business. Experienced in increasing revenue by proven marketing principles for companies ranging from small start-ups to large banking institutions.

Professional Experience

Eastpointe High School Inc. , Tucson, Arizona 2002- Present
Business Manager
Manage all business activities for two successful Charter Schools. Manage the business activities for the company that includes: all A/R, all A/P, all human relations issues including; recruitment, employee benefits and payroll, facilities management for two buildings, vehicle management, and state reporting. Interacted with the State Board for Charter School and the Arizona Department of Education to ensure the school's compliance with all state requirements.

RxAmerica , Salt Lake City, Utah 2001- 2002
Marketing Manager
Managed all marketing activities for a $500 million revenue Pharmacy Benefits Manager. Developed comprehensive marketing strategy for the company that included: direct marketing efforts, trade shows, relationship building activities and marketing collateral. Oversaw evolving Internet marketing initiatives, including enhancements to corporate web site and capitalizing on capabilities of RxAmerica's parent company's web site. Developed and executed public relation efforts and provide support to sales force. Created customized proposals for new business.

AchieveGlobal , Salt Lake City, Utah 2001
Marketing Promotions Analyst
Managed all aspects of direct marketing and promotion for AchieveGlobal's training seminars. Supervised the creative development, printing, list management, mailing, measurement and analysis of results for all direct marketing campaigns. Created and analyzed reports to determine; effectiveness of marketing campaigns, progress and forecasting of revenue and profitability goals, and cost analysis of all training activities. Managed $2 million marketing budget.

CrossLand Mortgage Corp., Salt Lake City, Utah 1998 - 2001
Marketing Projects Manager
Supervised teams of up to 6 people on various marketing projects that included: Database marketing, training program for Goldmine contact management software. Organized and oversaw sales training and manager conferences. Managed employee recognition and development programs. Performed market research for current and future customers and wrote, edited and distributed corporate communications and press releases.

Education

Master of Business Administration
Marriott School of Management, Provo, UT 1998
Emphasis: Marketing

Bachelor of Arts
Brigham Young University, Provo, UT 1994
Major: History Minor: Business

Organizational Structure and Governing Body (A.R.S. 15-183)

The Board of Directors of Eastpointe High School Incorporated (which includes the Administrator of the school) will appoint the Governing Board. The Governing Board will have a minimum of five members. The Governing Board will have additional members as appointed by the Corporation. The Corporation will select one of the Governing Board Members to serve as President of the Board. The Business Manager will report directly to the Board, but will not be a member.

The three primary focuses of the Governing Board are:

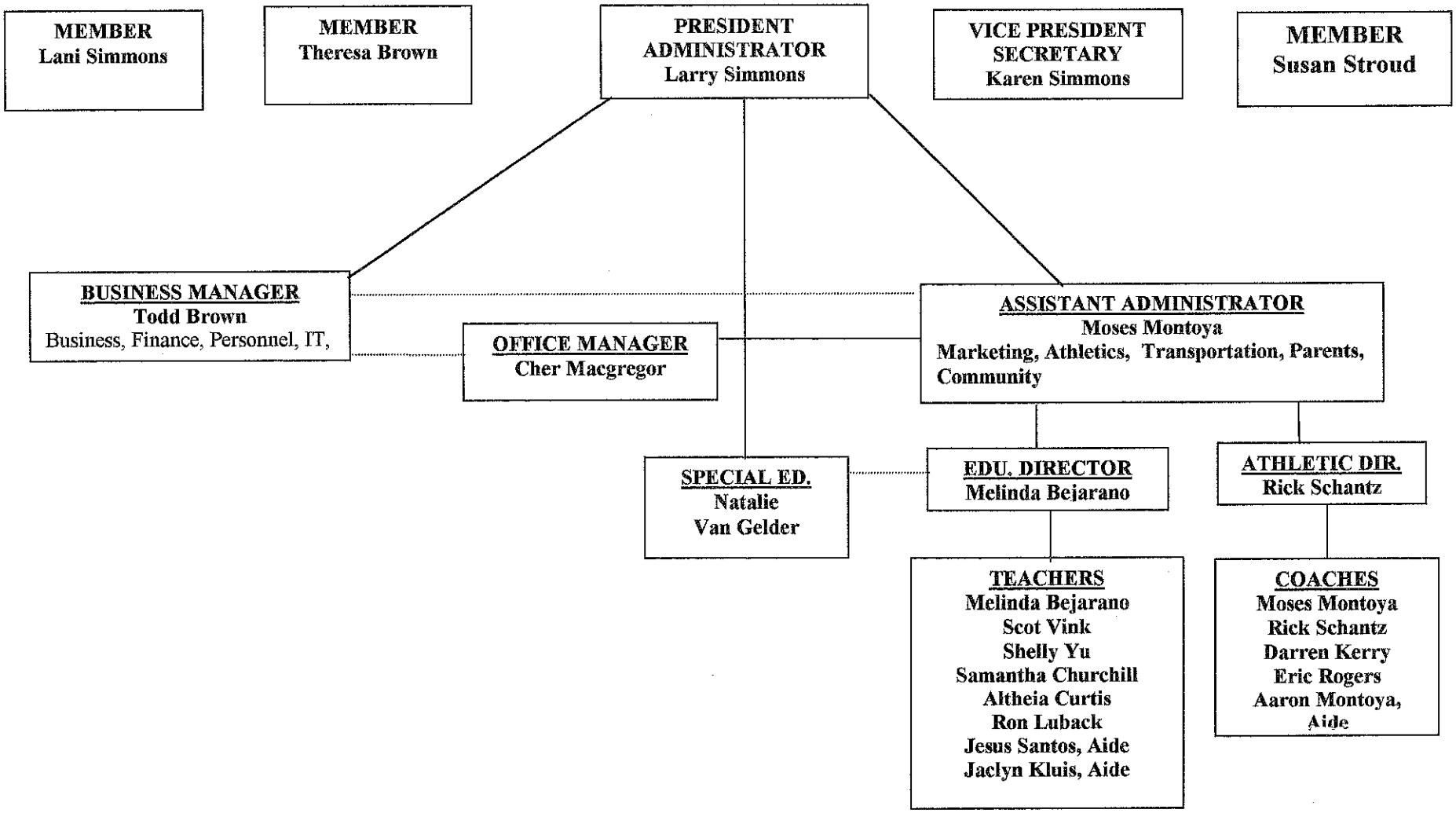
1. Determine and monitor the parameters of the Business Manager, the Site Administrator and other top-level personnel.
2. Assure implementation of Policy and assure academic, financial, and general accountability.
3. Decision making and maintenance of finance, personnel, procedures, capital expenditures and operations.

The Business Manager is responsible for the implementation of the Governing Board's direction. The position is also responsible for the areas of long range planning, enrollment, state reporting and the oversight of personnel.

The Site Director's responsibilities include the daily decision-making and operations of the school; including educational operations, personnel and student issues, transportation issues and facilities concerns.

Allsport Academy Board Members and Organizational Chart

2003-2004



Arizona State Board for Charter Schools
Compliance Assurances

Admission Procedures A.R.S. §15-184

Admission is not limited based upon ethnicity, national origin, gender, income level, disabling condition, proficiency in the English language or athletic ability. There are no tuition or fees charged for attending Allsport Academy Charter School.

Allsport Academy Charter School will admit all eligible pupils who submit a timely application. A charter school shall give enrollment preference to pupils returning to the charter school in the second or any subsequent year of its operation and to siblings of pupils already enrolled in the charter school. If, by the application deadline, the number of applications exceeds the capacity of a program, class, grade level, or building, all applications for that program, class, grade level or building will be selected for the available slots through an equitable selection process, such as a lottery, except that preference shall be given to siblings of a pupil. After the application deadline, pupils for any remaining slots or from a waiting list will be accepted in chronological order.

These admission procedures have been approved by the Arizona State Board for Charter Schools. If you have other administrative details of how you intend to facilitate acceptance of applicants to your school, they should not be in conflict with the language noted above.

Electronic Data Submission A.R.S. §15-183.E.6

Allsport Academy Charter School will have the technology and ability to meet all of the electronic data submission requirements for charter schools.

Nonsectarian Statement A.R.S. §15-183.E.2

Allsport Academy Charter School is nonsectarian in its programs, admission policies and employment practices and all other operations.

Special Education/Exceptional Student Services Training

The applicant/authorized signer for Allsport Academy Charter School will take a one-day Special Education training class sponsored by the Arizona Department of Education subsequent to signing the contract, but prior to the first day of instruction.

Lerry M. Simmons		3/26/03
Authorized Agent (please print)	Authorized Agent Signature	Date