

Charter Holder Status Amendment Request

Charterholder Info

Charter Holder

Name:
American Heritage Academy

CTDS:
13-87-54-000

Mailing Address:
2030 East Cherry Street
Cottonwood, AZ 86326
> [View detailed info](#)

Representative

Name:
Ron Neil

Phone Number:
480-461-3200

Fax Number:
602-649-0747

Downloads

 [Download all files](#)

Status Type

Type of status change

Change in entity name of the Charter Holder

Description of Changes

Change From:
American Heritage Academy

Change To:
Edkey Inc.

Attachments

Board Minutes –  [Download File](#)

Copy of amendment to Articles of Incorporation filed with the Arizona Corporation Commission –  [Download File](#)

Provide information regarding any payment, benefit or consideration received or to be received by any party in the transition –  [Download File](#)

Additional Information*

No documents were uploaded.

Signature

Charter Representative Signature
Ron Neil 11/08/2012

Minutes
Of The Corporate Board Of
American Heritage Academy
October 5, 2012 9:30 A.M.
Location: American Heritage Academy

Agenda

- I. Call to Order – The meeting was called to order by Doug Pike
- II. Roll Call – Doug Pike, Clark Smithson, and Tom Crewse were present. Mary Gifford and Vicki Anderson were absent. A quorum was present.
- III. Approve Agenda – The agenda was approved as published
- IV. Discussion and possible action relative to the Resolution authorizing the merger of American Heritage Academy into Edkey, Inc. After a discussion, a motion was made by Clark Smithson to authorize the merger of American Heritage Academy in to Edkey, Inc., Tom Crewse seconded the motion, a vote was called for and 3 AYES were heard, the motion carried unanimously
- V. Discussion and possible action relative to authorizing Ron Neil and Patric Greer to act as signers on all documents related to the Merger. . After a discussion, a motion was made by Tom Crewse to authorize Ron Neil and Patric Greer to act as signers on all documents related to the Merger, Clark Smithson seconded the motion, a vote was called for and 3 AYES were heard, the motion carried unanimously
- VI. The meeting was adjourned at 9:50 A.M.

COMMISSIONERS
GARY PIERCE - Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS



ERNEST G. JOHNSON
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

ARIZONA CORPORATION COMMISSION

November 8, 2012

STINSON MORRISON HECKER LLP
ATTN: JODY OLIVER
1850 N CENTRAL AVE STE 2100
PHOENIX AZ 85004

Re: -1031712-7 EDKEY, INC. (SURVIVOR)

We are pleased to notify you that your articles of merger have been approved.

- You must publish the articles 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 is available on the Commission website, www.azcc.gov/divisions/corporations. Publication must be completed WITHIN 60 DAYS after 11/08/12, which is the date the document was approved for filing by the Commission. The entity may be subject to administrative dissolution if it fails to publish. You may file the Affidavit of Publication you will receive from the newspaper, but filing it is not mandatory.
- No publication is required.

We strongly recommend that you periodically monitor the company'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 or Toll Free (Arizona residents only) at 1-800-345-5819.

**AZ CORPORATION COMMISSION
FILED**

NOV 01 2012

FILE NO. -1031712-7
Delayed Effective Date of: 12/31/2012

**ARTICLES OF MERGER
MERGING
AMERICAN HERITAGE ACADEMY -0830109-9
WITH AND INTO
EDKEY, INC. -1031712-7 (SURVIVOR)**



PAID

135-

Mod Acct. #

**ARTICLES OF MERGER
MERGING AMERICAN HERITAGE ACADEMY WITH AND INTO
EDKEY, INC.**

Edkey, Inc., an Arizona nonprofit corporation and American Heritage Academy, an Arizona nonprofit corporation, hereby adopt the following Articles of Merger to merge American Heritage Academy with and into Edkey, Inc., with Edkey, Inc. being the corporation surviving the merger (the "Merger"):

FIRST: The Plan of Merger is being simultaneously delivered to and filed with the Arizona Corporation Commission.

SECOND: The names of the corporations that are the parties to the Merger are American Heritage Academy, an Arizona nonprofit corporation, and Edkey, Inc., an Arizona nonprofit corporation. Edkey, Inc. shall be the Surviving Corporation (the "Surviving Corporation").

THIRD: The known place of business of the Surviving Corporation, is 1460 S. Horne, Suite 632, Mesa, AZ 85204.

FOURTH: The name and address of the statutory agent of the Surviving Corporation are Patric R. Greer, 1460 S. Horne, Suite 632, Mesa, AZ 85204-5760.

FIFTH: The Articles of Incorporation of the Surviving Corporation, shall remain in full force and effect, without amendment thereto.

SIXTH: The Board of Directors of each party to the Merger approved the Merger, these Articles of Merger, and the Plan of Merger at meetings duly called and properly held on October 5, 2012.

SEVENTH: Both parties to the Merger are Arizona nonprofit corporations with no members. Accordingly, no vote of shareholders or members is required.

EIGHTH: The Merger and these Articles of Merger shall be effective as of 11:59 p.m. on December 31, 2012.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 10th day of October, 2012.

EDKEY, INC.
By: 
Name: Patric R. Greer
Title: Secretary

AMERICAN HERITAGE ACADEMY
By: 
Name: Patric R. Greer
Title: Secretary

**PLAN OF MERGER
MERGING AMERICAN HERITAGE ACADEMY WITH AND INTO
EDKEY, INC.**

This Plan of Merger has been prepared in accordance with Section 10-11101 of the Arizona Nonprofit Corporation Act.

1. Parties: Surviving Corporation. American Heritage Academy, an Arizona nonprofit corporation, shall be merged (the "Merger") with and into Edkey, Inc., an Arizona nonprofit corporation. Edkey, Inc. shall be the corporation surviving the Merger (the "Surviving Corporation").

2. Effective Time. The Merger shall be effective as of 11:59 p.m. on December 31, 2012 (the "Effective Time").

3. Rights and Obligations. As of the Effective Time, the Surviving Corporation, by operation of the Merger, and with no further action required, shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal, and mixed), restrictions, disabilities, duties and debts of American Heritage Academy and Edkey, Inc.

Furthermore, without limitation, as of the Effective Time, the Surviving Corporation shall, and hereby agrees to, be bound by and assume and perform all of the terms, covenants, conditions, agreements and obligations of both Edkey, Inc., and American Heritage Academy under and pursuant to the following Charters granted by the Arizona State Board of Charter Schools: (a) Sequoia Charter School; (b) Arizona Conservatory for the Arts and Academics; (c) Sequoia Village School; (d) Learning Crossroads Basic Academy; (e) Sequoia School for the Deaf and Hard of Hearing; (f) Sequoia Ranch Schools; (g) Pathfinder Academy; (h) Redwood Academy; and (i) American Heritage Academy.

4. Officers. The officers of the Surviving Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation as of and after the Effective Time, and each of them shall hold office until their respective successors are elected and qualified, or until their earlier resignation or removal.

5. Directors. The directors of the Surviving Corporation immediately prior to the Effective Time shall be the directors of the Surviving Corporation as of and after the Effective Time, and each of them shall hold office until their respective successors are elected and qualified, or until their earlier resignation or removal.

6. Bylaws. The Bylaws of the Surviving Corporation that are in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation as of and after the Effective Time.

7. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation that are in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation as of and after the Effective Time.

8. Adoption. This Plan of Merger, the Merger, and the Articles of Merger were adopted and approved by the Board of Directors of American Heritage Academy at a meeting duly called and properly held on October 5, 2012, and by the Board of Directors of the Surviving Corporation at a meeting duly called and properly held on October 5, 2012.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 10 day of October, 2012.

EDKBY, INC

By: [Signature]
Name: Ron West
Title: President

AMERICAN HERITAGE ACADEMY

By: [Signature]
Name: John R. Green
Title: Secretary/Treasurer