

APPENDIX A

AMENDMENT REQUEST AND SUPPORT

MATERIALS

1. CHARTER HOLDER STATUS AMENDMENT
REQUEST FORM
2. AMENDMENT REQUEST DOCUMENTS

Charter Holder Status Amendment Request

Charterholder Info

Charter Holder

Name:
Educational Impact, Inc.

CTDS:
10-87-17-000

Mailing Address:
1950 East Placita Sin Nombre
Tucson, AZ 85718
> [View detailed info](#)

Representative

Name:
MaryAnn Penczar

Phone Number:
520-407-1200

Fax Number:
520-721-4472

Downloads

 [Download all files](#)

Status Type

Type of status change

Change in legal status of the Charter Holder

- Gary Best
- Jack Penczar
- Mary Ann Penczar
- Virgil "Earl" Doran Jr.

New Officers, Directors, Members, or Partners

Remove Officers, Directors, Members, or Partners

Description of Changes



Change From:
For Profit Corporation

Change To:
Non Profit Corporation


Will the charter contract be held by the entity of the receiving charter holder?*
(No Response)


Attachments


Board Minutes

-  [Download File](#) – The minutes of the May 3, 2018 public meeting and the organizational flow chart
-  [Download File](#) – Flow Chart

Narrative –  [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 Supporting Materials –  [Download File](#)

Additional Information*
No documents were uploaded.

Signature

Charter Representative Signature
MaryAnn Penczar 05/09/2018

RECEIVED

MAY 07 2018

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

FILE COPY

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

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Read the Instructions C011i

1. ENTITY NAME – see Instructions C011i for naming requirements – give the exact name of the corporation:

EDUCATIONAL IMPACT, INC.

2. CHARACTER OF AFFAIRS - briefly describe the character of affairs the corporation initially intends to conduct in Arizona. **NOTE** that the character of affairs that the corporation ultimately conducts is not limited by the description provided.

PROMOTE EDUCATIONAL OPPORTUNITIES AVAILABLE TO YOUTH

3. MEMBERS – check one: The corporation WILL have members.
 The corporation WILL NOT have members.

4. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

4.1 Is the Arizona known place of business address the same as the **street address** of the statutory agent?

- Yes – go to number 5 and continue
 No – go to number 4.2 and continue

4.2 If you answered “No” to number 4.1, give the **physical or street address** (not a P.O. Box) of the known place of business of the corporation in Arizona:

Attention (optional)		
1950 E. Placita Sin Nombre		
Address 1		
Address 2 (optional)		
Tucson	AZ	85718
City	State or Province	Zip
Country	UNITED STATES	

5. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Director Attachment form C082</u> .					
GARY BEST			V. EARL DORAN		
Name			Name		
3419 E. Glenn #3			18201 E. Marsh Station Road		
Address 1			Address 1		
Address 2 (optional)		State or Province	Zip	Address 2 (optional)	
Tucson		AZ	85716	Vail	
City		State or Province	Zip	City	
Country		UNITED STATES		Country	
UNITED STATES				UNITED STATES	
JOHN T. PENCZAR			MARYANN PENCZAR		
Name			Name		
5491 N. Stonehouse Place			1950 E. Placita Sin Nombre		
Address 1			Address 1		
Address 2 (optional)		State or Province	Zip	Address 2 (optional)	
Tucson		AZ	85750	Tucson	
City		State or Province	Zip	City	
Country		UNITED STATES		Country	
UNITED STATES				UNITED STATES	
Name			Name		
Address 1			Address 1		
Address 2 (optional)		State or Province	Zip	Address 2 (optional)	
City		State or Province	Zip	City	
Country				Country	

6. STATUTORY AGENT - <i>see Instructions C011i</i>					
6.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			6.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):		
JAMES A. JUTRY					
Statutory Agent Name (required)					
% DeConcini McDonald Yetwin & Lacy, P.C.					
Attention (optional)			Attention (optional)		
2525 E. Broadway Blvd., Suite 200					
Address 1			Address 1		
Address 2 (optional)		State	Zip	Address 2 (optional)	
City Tucson		AZ	85716	City	
		State	Zip		
6.3 REQUIRED - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with these Articles of Incorporation.					

7. **REQUIRED** - you must complete and submit with the Articles a Certificate of Disclosure.
The Articles will be rejected if the Certificate of Disclosure is not simultaneously submitted.

8. **INCORPORATORS** - list the **name and address**, and the **signature**, of each and every incorporator - minimum of one is required. If more space is needed, check this box and complete and attach the Incorporator Attachment form C084.

MaryAnn Penczar
 Name
 1950 E. Placita Sin Nombre
 Address 1
 Address 2 (optional)
 Tucson AZ 85718
 City State Zip
 UNITED STATES
 Country

SIGNATURE - see Instructions C0111:
 By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

MaryAnn Penczar 5/3/2018
 Signature

MaryAnn Penczar
 Printed Name Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Name
 Address 1
 Address 2 (optional)
 City State Zip
 Country

SIGNATURE - see Instructions C0111:

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

I ACCEPT

Signature

Printed Name Date
 IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Filing Fee: \$40.00 (regular processing)
 Expedited processing - add \$35.00 to filing fee.
 All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission
 Corporate Filings Section
 1300 W. Washington St., Phoenix, Arizona 85007
 Fax: 602-542-4100

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

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

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

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

EDUCATIONAL IMPACT, INC.

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check only one of the following to indicate the type of Certificate:**

- Initial (accompanies formation or registration documents)
 Annual (credit unions and loan companies only)
 Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

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

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

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

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

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

MaryAnn Penczar
Name

1950 E. Placita Sin Nombre
Address 1

Address 2

Tucson AZ 85718
City State Zip

Country UNITED STATES

Name

Address 1

Address 2

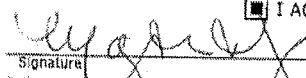
City State Zip

Country

SIGNATURE - see Instructions C003i:

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

I ACCEPT


Signature

MaryAnn Penczar
Printed Name

5/3/2018
Date

REQUIRED - check only one:

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

SIGNATURE - see Instructions C003i:

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

I ACCEPT

Signature

Printed Name Date

REQUIRED - check only one:

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

Filing Fee: None All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

DIRECTOR ATTACHMENT

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:

EDUCATIONAL IMPACT, INC.

2. **A.C.C. FILE NUMBER:** _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **DIRECTORS** - FOR NEW DIRECTORS - list the name in the NEW Name blank, list the address, and check the "add box. FOR DIRECTORS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each director being changed as it is currently shown in A.C.C. records, and below that provide any new information for that director (new name and/or address), then check all boxes that apply to indicate the change being made for that director. If more space is needed, use another Director Attachment form C082.

GARY BEST			V. EARL DORAN		
Name			Name		
3419 E. Glenn #3			18201 E. Marsh Station Road		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
Tucson	AZ	85716	Vail	AZ	85641
City	State or Province	Zip	City	State or Province	Zip
Country	UNITED STATES		Country	UNITED STATES	
Date taking office (optional):			Date taking office (optional):		
<input type="checkbox"/> Address change		<input checked="" type="checkbox"/> Add as director	<input type="checkbox"/> Address change		<input checked="" type="checkbox"/> Add as director
<input type="checkbox"/> Name change		<input type="checkbox"/> Remove director	<input type="checkbox"/> Name change		<input type="checkbox"/> Remove director
JOHN T. PENCZAR			MARYANN PENCZAR		
Name			Name		
5491 N. Stonehouse Place			1950 E. Placita Sin Nombre		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
Tucson	AZ	85750	Tucson	AZ	85718
City	State or Province	Zip	City	State or Province	Zip
Country	UNITED STATES		Country	UNITED STATES	
Date taking office (optional):			Date taking office (optional):		
<input type="checkbox"/> Address change		<input checked="" type="checkbox"/> Add as director	<input type="checkbox"/> Address change		<input checked="" type="checkbox"/> Add as director
<input type="checkbox"/> Name change		<input type="checkbox"/> Remove director	<input type="checkbox"/> Name change		<input type="checkbox"/> Remove director

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

EDUCATIONAL IMPACT, INC.

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

JAMES A. JUTRY

3. **STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Signature 

James A. Jutry

Printed Name

Date 5/3/10

REQUIRED – check only one:

<input checked="" type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
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Filing Fee: none (regular processing) Expedited processing – not applicable. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
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EXHIBIT A

**AMENDED AND RESTATED BYLAWS
OF
EDUCATIONAL IMPACT INC.**

**ARTICLE I
GENERAL PROVISIONS**

Section 1. Name. The name of this Corporation is Educational Impact Inc., an Arizona non-profit Corporation (the "Corporation").

Section 2. Offices. The known place of business of the Corporation is at 1950 E. Placita Sin Nombre, Tucson, AZ 85718. The office may be changed from time to time by the Board of Directors, and the Corporation may have such additional offices as the Board of Directors may designate or as the activities of the Corporation may require from time to time.

**ARTICLE II
PURPOSE**

The Corporation is organized and will be operated for charitable, educational and scientific purposes. Specifically, the character of the business which the Corporation intends to conduct is that of promoting educational opportunities for youth and the operation of Arizona Charter Schools.

**ARTICLE III
MEMBERS**

The Corporation shall not be a membership corporation, shall not have members or capital stock.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. General Powers. Subject to the limitations of these Bylaws, the Articles of Incorporation and the laws of Arizona, the affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of its Board of Directors. The directors need to be residents of Arizona. No director, officer or agent of the Corporation shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles of Incorporation or for the purposes reasonably incidental thereto.

Section 2. Number. The initial members of the Board of Directors shall be those persons named in the Articles of Incorporation. Thereafter, the Board of Directors of the Corporation shall consist of no less than three (3) and no more than five (5) directors. In the event vacancies exist in the Board of Directors, the number of directors shall consist of the number of directors actually serving, so long as there are at least three directors. The new or

replacement directors shall be named by the members then serving on the Board of Directors. All directors shall serve until their terms shall expire or until their successors are elected or appointed. All directors shall have equal and full voting responsibilities as members of the Board of Directors. No decrease in the number of directors shall have the effect of shortening the term of office of any incumbent director. A newly created seat on the Board shall be filled in the same manner as a vacancy on the Board of Directors.

Section 3. Election. At the annual meeting of the Board of Directors, the outgoing members of the Board of Directors shall elect the new Board of Directors.

Section 4. Resignation. Any director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof, at any time to the President or the Secretary of the Corporation. Such resignation shall take effect prospectively at the time specified therefor and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. A director may be removed with or without cause by a vote of majority of the total number of directors.

Section 6. Vacancies. A majority of the directors then in office, though less than a quorum, or a sole remaining director, shall fill vacancies and newly created directorships. A director so chosen shall hold office until a successor is elected and qualifies, or until such director's earlier resignation or removal. A director elected to fill a vacancy occurring in the Board of Directors shall be elected for the unexpired term of his or her predecessor in office, unless that director sooner resigns or is removed.

Section 7. Annual Meetings. The first meeting of the Board of Directors each fiscal year shall be the annual meeting of the Board of Directors. At the annual meeting, the directors shall elect directors to serve for the coming year and shall transact such other business as may come before the meeting. The annual meeting shall be in the place and at the time specified in the notice of the meeting.

Section 8. Special Meetings. Unless otherwise provided by resolution of the Board of Directors, all meetings of the Board of Directors other than annual meetings shall be special meetings. Special meetings of the Board of Directors may be called by or at the request of a majority of the Board of Directors or by the President, and shall be held at such place and time as a person or persons calling such meetings shall specify.

Section 9. Notice. Notice of the annual meeting of the Board of Directors shall be given at least ten days, but not more than forty days, prior thereto by a writing delivered personally, by U.S. mail, electronic mail, or by facsimile transmission. Notice of special meetings of the Board of Directors shall be given at least two days, but not more than 25 days, prior thereto by a writing delivered by U.S. mail, facsimile transmission or electronic mail. If the notice is sent by U.S. mail, such notice shall be addressed with postage thereon prepaid to the mailing address of record with the Secretary of the Corporation. If sent via facsimile transmission or electronic mail, such notice shall be deemed to be delivered the same day the

notice is sent to the facsimile number or electronic mail address of record with the Secretary of the Corporation. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise required by law or specified by the Articles of Incorporation or the Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting. Notice of any meeting may be waived by any or all of the Directors.

Section 10. Quorum. A majority of the number of directors actually serving shall constitute a quorum for the transaction of business of any meeting of the Board of Directors. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, if any action is approved by at least, two-thirds of the required quorum for that meeting.

Section 11. Manner of Acting. The act of majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.

Section 12. Compensation. By resolution of the Board of Directors, expenses of attendance of all directors, if any, may be allowed for attendance at annual or special meetings of the Board of Directors.

Section 13. Action. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the directors. Such action by written consent shall have the same force and effect as an unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 14. Participation in Meetings by Means of Conference Telephone. Members of the Board of Directors, or any committee of the Board of Directors, may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications device whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence of the person at such meeting.

Section 15. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 16. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the

adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V OFFICERS

Section 1. Titles. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers and assistant officers as the Board may deem necessary. Any two or more offices may be held by the same person.

Section 2. Election of Officers. The initial officers shall be elected by the initial Board of Directors. Thereafter, the officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. No officer shall serve for a fixed term, but shall serve at the pleasure of the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President or Secretary. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. President. The President shall be the chief executive officer of the Corporation and as such shall exercise general supervision of all operations and personnel of the Corporation, subject to the control of the Board of Directors.

Section 6. Vice-President. The Vice-President, if any is elected by the Board of Directors, shall perform such duties as may from time to time be assigned to him or her by the President or the Board of Directors. In the event of the President's absence or inability to act, the Vice President shall have the powers of the President.

Section 7. Secretary. The Secretary shall keep a record of the minutes of all meetings of the Board of Directors, shall give notice of meetings as provided by these Bylaws, shall have custody of all books, records and papers of the Corporation, except those in the custody of the Treasurer or some other person authorized to have charge thereof by the Board of Directors, and shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors.

Section 8. Treasurer. The Treasurer shall receive and disburse all corporate funds and shall keep an accurate and detailed record of all receipts and disbursements, which records shall at all times be subject to inspection by any member of the Board of Directors. The Treasurer shall deposit all corporation funds coming into his or her hands in such bank or banks as may be

designated by the Board of Directors. All checks, drafts, notes, or orders drawn against the accounts or funds of the Corporation shall be signed by the President, Secretary, Treasurer or such other officer, agent, or employee authorized by resolution of the Board of Directors.

Section 9. Additional Officers. Officers and assistant officers, in addition to those hereinabove described, who are elected or appointed by the Board of Directors, shall perform such duties as shall be assigned to them by the President or the Board of Directors.

Section 10. Compensation and Expenses. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors.

Section 11. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification or other cause may be filled by the Board of Directors at any time.

Section 12. Employees. The Board of Directors may establish such positions of employment as it deems desirable from time to time and shall fix the compensation for such positions. The Board of Directors may also delegate such functions to specified officers. Subject to the control and direction of the Board of Directors, the President shall hire and discharge employees necessary for the proper conduct of the business of the Corporation.

ARTICLE VI COMMITTEES

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the directors, may designate and appoint one or more committees, each of which shall consist of one or more directors and such other individuals as the Board of Directors may determine.

Section 2. Removal. Any member of a committee established under this section may be removed by the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 3. Term. Each member of a committee established under this section shall continue as such until the next regular annual meeting of the Board of Directors or until his or her successor is appointed, unless the committee shall be sooner terminated or unless any such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Secretary or the Treasurer (or an assistant of either one) and countersigned by the President or the Vice-President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Loans to Directors and Officers. No loan shall be made by or to this Corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to any of its directors or officers.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall begin July 1 and end June 30 of each year, except that the first year shall be the start year commencing on the date of delivery of the Articles of Incorporation to the Arizona Corporation Commission and ending June 30.

ARTICLE IX CHANGE OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the directors present at any regular meeting or at any special meeting of the Board of Directors.

ARTICLE X
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Title 10 of Arizona Revised Statutes, shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation or other organization and a natural person. The rules contained in the current edition of Roberts' Rules of Order govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or any existing law.

Adopted: _____

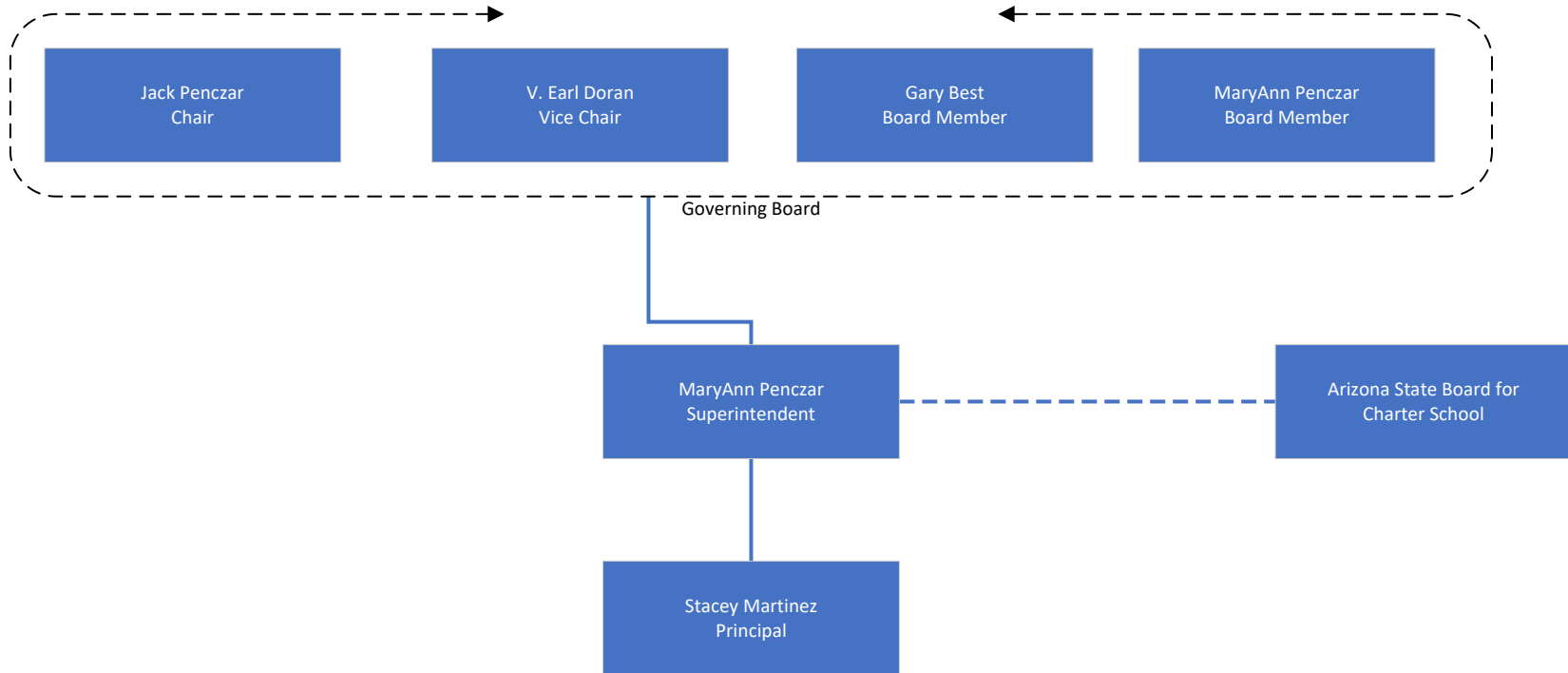
Secretary

ATTEST:

President

Educational Impact

Governance Structure



The non-profit governing board and the schools governing board are one in the same