

APPENDIX B

REQUIRED DOCUMENTATION

**AHWATUKEE FOOTHILLS PREP EARLY COLLEGE HIGH SCHOOL, INC.
BOARD OF DIRECTORS**

**Board Meeting
May 8, 2018**

Call to Order

The Board President called the meeting to order at 1:00 PM. The meeting was held at 4858 E Baseline Ave, Suite 103, Mesa, AZ 85206.

Attendance

The following members of the Board of Directors were in attendance: Mrs. Caitlin Alexander, Mr. Brian Bissell, and Mr. Dave Foster.

Determination of Quorum

The Secretary confirmed that a quorum of the Board of Directors was present.

Proper Meeting Notice

The Secretary confirmed that proper meeting notice was given pursuant to ARS 38-431.02.

Public Comment

An opportunity was provided for public comment. Public comment and input was limited to fifteen minutes total, ten minutes per topic, and three minutes per speaker. In the presiding officer's discretion, public input may also be received during the discussion of specific items on the agenda. Neither Board members nor Leadership Team members are obligated to respond to comments or input, nor are they prohibited from doing so. In the presiding officer's discretion, time for public, Board member or Leadership Team member comments may be suspended or increased, or the meeting temporarily recessed, depending on the nature of the comments or the length of the remainder of the meeting agenda.

Approval of Minutes

The minutes of the prior meeting were unanimously approved by the Board of Directors. *(Motion by Bissell, seconded by Foster. Vote: Alexander - yes; Bissell yes; Foster yes).*

School Operations Reports

The Board of Directors reviewed and discussed the reports that had been offered by staff. Topics of discussion included academic progress, student engagement, teacher performance, policy review and recommendations, enrollment, and other metrics. Progress on key initiatives and program development were reviewed.

Financial Report

The financial report was presented and reviewed. After discussion, the financial report was accepted and unanimously approved by the Board of Directors. (*Motion by Foster, seconded by Bissell. Vote: Alexander - yes; Bissell yes; Foster yes*).

Strategic Alternatives

The Board continued its prior discussions regarding strategic alternatives for the future of the organization.

Revised Budget

Following a presentation by staff and after discussion, the Board unanimously approved the revised budget as proposed. (*Motion by Foster, seconded by Bissell. Vote: Alexander - yes; Bissell yes; Foster yes*).

Change of Address

The Board voted unanimously to direct the charter representative and staff to take all necessary actions to update all of the corporate records and records for both schools to reflect the new physical, mailing and site location address which is 4858 E Baseline Road, Suite 103, Mesa, AZ 85206. (*Motion by Bissell, seconded by Foster. Vote: Alexander - yes; Bissell yes; Foster yes*).

Transfer of Charter Contract

Following discussion and considering the input from legal counsel together with the extensive prior discussions regarding strategic alternatives, the Board voted unanimously to approve the transfer of AFPECHS's charter contract to Arizona Education Solutions as of July 1, 2018, subject to approval by the Arizona State Board for Charter Schools. (*Motion by Foster, seconded by Bissell. Vote: Alexander - yes; Bissell yes; Foster yes*).

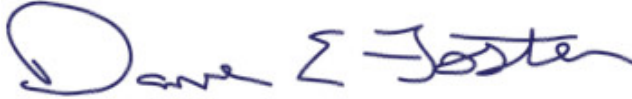
Transfer Agreement

Following discussion and considering the input from legal counsel together with the Board's extensive prior discussions regarding strategic alternatives, the Board voted unanimously that if the Arizona State Board for Charter Schools approves the transfer of the charter contract to Arizona Education Solutions, AFPECHS's legal counsel is directed to prepare an agreement between AFPECHS and Arizona Education Solutions that sets forth the rights and obligations of the parties, including all terms of the charter contract transfer. Among other terms, the agreement will require Arizona Education Solutions to receive and maintain all student records, all financial records related to the operations pursuant to the charter contract prior to the transfer, and all other assets of AFPECHS that are necessary for the continued operations of the schools currently operated by AFPECHS. It will also specify that no payments, benefits or consideration have been or will be received by AFPECHS for the transfer of the charter contract to Arizona Education Solutions. (*Motion by Foster, seconded by Bissell. Vote: Alexander - yes; Bissell yes; Foster yes*).

Adjournment

There being no further business to come before the Board of Directors, the meeting was adjourned by unanimous vote of the members of the Board. (*Motion by Bissell, seconded by Alexander. Vote: Alexander - yes; Bissell yes; Foster yes*).

MINUTES APPROVED BY:

A handwritten signature in blue ink that reads "Dave Foster". The signature is written in a cursive style with a large initial "D" and "F".

Mr. Dave Foster
Board Secretary
Ahwatukee Foothills Prep Early College High School, Inc.

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF FACT OF GOOD STANDING

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Arizona Education Solutions

is a

Nonprofit Corporation

formed or registered on 05/08/2018 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20181379929 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 05/07/2018 that have been posted, and by documents delivered to this office electronically through 05/08/2018 @ 14:31:32 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 05/08/2018 @ 14:31:32 in accordance with applicable law. This certificate is assigned Confirmation Number 10888611 .



A handwritten signature in blue ink that reads "Wayne W. Williams".

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, [http //www.sos.state.co.us/biz/CertificateSearchCriteria.do](http://www.sos.state.co.us/biz/CertificateSearchCriteria.do) entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, [http //www.sos.state.co.us/](http://www.sos.state.co.us/) click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."



Colorado Secretary of State
 Date and Time: 05/08/2018 12:47 PM
 ID Number: 20181379929
 Document number: 20181379929
 Amount Paid: \$50.00

Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
 of filed documents, visit www.sos.state.co.us.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Arizona Education Solutions.
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 90 S Cascade Ave
(Street number and name)
Suite 1100
Colorado Springs CO 80903
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address) _____
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name
 (if an individual) Mahaffey H William
(Last) (First) (Middle) (Suffix)

OR
 (if an entity) _____
(Caution: Do not provide both an individual and an entity name.)

Street address Lewis Roca Rothgerber Christie LLP
(Street number and name)
90 South Cascade Avenue, Suite 1100
Colorado Springs CO 80903
(City) (State) (ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____

(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name

(if an individual)

Mahaffey H William _____

(Last) (First) (Middle) (Suffix)

OR

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Mailing address

Lewis Roca Rothgerber Christie LLP

(Street number and name or Post Office Box information)

90 South Cascade Avenue, Suite 1100

Colorado Springs CO 80903

(City) (State) (ZIP/Postal Code)

_____ United States _____

(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to an organization or organizations ("Qualifying Charitable Organizations") exempt from federal income taxation and described in Section 501(c)(3) of the Code, as determined by the Corporation. Any assets not so disposed of shall be disposed of by a court of appropriate jurisdiction to one or more Qualifying Charitable Organizations as said court shall determine.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (**Caution:** *Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.*)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

Mahaffey H William
(Last) (First) (Middle) (Suffix)
90 S Cascade Ave
(Street number and name or Post Office Box information)
Suite 1100
Colorado Springs CO 80903
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).