AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

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FILE NO. - 1736025 5

ARTICLES OF INCORPORATION

OF

ARIZONA AUTISM CHARTER SCHOOLS, INC..

(An Arizona Non-Profit Corporation)

ARTICLE I – NAME

The name of this Non-Profit Corporation is ARIZONA AUTISM CHARTER SCHOOLS, INC.

ARTICLE II – PURPOSE

Section 1. General Purpose. This Corporation is organized for the purpose of conducting any or all lawful business for which non-profit corporations may be incorporated under the laws of Arizona, as they are amended from time to time.

Section 2. Specific Purpose and Character of Affairs. The specific purpose of the corporation shall be to organize and operate a public charter school or charter schools within the State of Arizona which primarily provide an exemplary school for students with Autism and related disorders that uses evidence based strategies and Applied Behavior Analysis strategies which have been proven to be most effective with autism and similar behaviors in order to help those students achieve their full potential and all acts incidental thereto.

Section 3. Tax Exempt Status. The corporation is organized only for charitable, religious, educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including distributions to organizations that qualify as exempt under that Section 501(c)(3) and specifically for the purpose of operating a school. Regardless of other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted for a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or for a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of future United States Internal Revenue Laws. No substantial part of the corporation's activities shall be to carry on propaganda or attempt to influence legislation, nor shall the corporation participate in any political campaign for any candidate for public office, including the publishing or distribution of statements.

ARTICLE III – INITIAL BUSINESS AND PRINCIPAL OFFICE

The Corporation initially intends to conduct the business of owning and operating a charter school in the State of Arizona. The initial address of the primary office of the Corporation shall be 16174 W. Glenrosa Ave., Goodyear, Arizona 85395.

ARTICLE IV – STATUTORY AGENT

The name and address of the initial statutory agent of the corporation is:

Leonidas G. Cosios, Esq.
1820 East Ray Road
Chandler, Arizona 85225

ARTICLE V – BOARD OF DIRECTORS

The Board of Directors shall be responsible for the governance and operation of the Corporation. The initial board shall consist of five (5) members namely:

Diana Diaz
16174 W. Glenrosa Avenue
Goodyear, AZ 85395

Leo Valdez
1702 E. Highland Ave.
Suite 301
Phoenix, AZ 85016

Ron Harrison
16174 W. Glenrosa Avenue
Goodyear, AZ 85395

Gregory Torres
1010 E. Washington Street
Phoenix, Az. 85034

Josephine Torres
1801 E. Adams St.
Phoenix, AZ 85034

Mary McBrilly-Hernandez
11335 W. Primrose Dr.
Avondale, AZ 85392

Following the organizational meeting of the corporation, the number of directors and the time and manner of their election shall be fixed by the Bylaws.

ARTICLE VI – INCORPORATORS

The name and address of the incorporator is:

Leonidas G. Condos
1820 East Ray Road
Chandler, Arizona 85225

All powers, duties and responsibilities of the Incorporation shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE VII – DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision 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, as amended (or the corresponding provisions 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 purpose or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII – INDEMNIFICATION

The corporation shall indemnify any person identified in the Arizona Revised Statutes as entitled to indemnification and as provided in the Bylaws of the corporation or by agreement.

ARTICLE IX – DIRECTOR LIABILITY

A director of this corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director except for gross negligence or intentional wrongful acts. This article shall not eliminate or limit the liability of a director for any conduct described in the Arizona Revised Statutes dealing with non-profit corporations. Any repeal or modification of this article shall not increase the liability of a director of the corporation arising out of acts or omissions occurring before the repeal or modification becomes effective.

ARTICLE X – DISCRIMINATION NOT PERMITTED

In rendering its functions and in exercising its purposes, the corporation shall not practice or permit discrimination on the basis of sex, age, race, national origin, religion or physical handicap or disability.

ARTICLE XI – MEMBERS

This Nonprofit Corporation shall not have members.

EXECUTED this 1st day of February, 2012.

Leonidas G. Cordes, Incorporator

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned acknowledges and accepts appointment as statutory agent of ARIZONA AUTISM CHARTER SCHOOLS, INC., this 1st day of February, 2012.

Leonidas G. Cordes

CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

Arizona Austin Charter School, Inc.
EXACT CORPORATE NAME

A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Convicted of a felony, the essential elements of which constituted 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. 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 ✓

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. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and the civil or cause number of case.

C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) 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 in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes_____ No ✓

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
   (a) was incorporated.
   (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(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] BY _____

PRINT NAME Leonardo Cordova PRINT NAME _____

TITLE Incorporator DATE 2/1/12 TITLE _____ DATE _____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) 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 a SUPPLEMENTAL 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.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.

BUSINESS – Corporations
Rev. 08/2010

Arizona Corporation Commission
Corporations Division