AZ CORPORATION COMMISSION
FILED

AZ Corp. Commission
03197551

DO NOT PUBLISH THIS SECTION

JUL 0 8 2010

ARTICLES OF INCORPORA
OF A TAX-EXEMPT
Pursuant to A.R.S. §10-3202
(Arizona Non-Profit Corporation)

FILE NO. 1613708-1

ARTICLE 1
If you are the holder of a trademark, attach a copy of the trademark certificate.

ARTICLES 2
The Internal Revenue Code places certain restrictions upon the purpose of a tax exempt non profit corporation. Please refer to Federal Publication 557. Before completing this article.

ARTICLE 3
The name cannot imply that the corporation is organized for any character of affairs other than the initial business indicated in this article.

ARTICLE 4
This Article is included for the purpose of obtaining tax-exempt status with the IRS and to comply with A.R.S. §10-3202. If the corporation intends to apply for tax-exempt status, you will need to cite the specific Section of the IRS code, as amended, under which the corporation plans to organize. For further information please refer to publication 557.

ARTICLE 5
Insert applicable Section number of the IRS Code.

ARTICLE 6
This provision is not mandatory. See A.R.S. §10-3202(14).

1. **Name:** The Name of the Corporation is:

Arizona Language Preparatory

2. **Purpose:** The purpose for which the corporation is organized is:

Provide language immersion programs for kindergarten age students.

3. **Character of Affairs:** The character of affairs of the corporation will be:

Educational.

4. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, 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 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing 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 United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Laws).

5. 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 its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) 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 purpose.

6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

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JUL 16 2010

FILE NO. 1613708-1

CP-0041 - Tax-Exempt Per Non-Profit
Rev 10/2009

Arizona Corporation Commission
Corporations Division

DO NOT PUNCH WITH STAPLES

ARTICLE 7
A minimum of 1 director is required.

7. Board of Directors: The initial board of directors shall consist of 1 director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

Name: Yuntan Emily Sheen Name: _____

Address: 3643 E. Sparrow Pl. Address: _____

City, State, Zip: Chandler, Az 85286 City, State, Zip: _____

Name: _____ Name: _____

Address: _____ Address: _____

City, State, Zip: _____ City, State, Zip: _____

The number of persons to serve on the board of directors (between four and five) shall be fixed by the Bylaws.

ARTICLE 8
May be in care of the statutory agent. If the address is the same as the street address of the statutory agent, write "same as statutory agent." DO NOT LEAVE BLANK.

8. Known Place of Business: (In Arizona) The street address of the known place of business of the Corporation is:

751 E. Union Hills Dr., Suite 19
Phoenix, Az 85024

ARTICLE 9
The statutory agent must provide a physical address. If the statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

9. Statutory Agent: (In Arizona) The name and address of the statutory agent of the Corporation is:

Name: Yuntan Emily Sheen

Address: 3643 E. Sparrow Pl.

City, State, Zip: Chandler, Az 85286

ARTICLE 10
A minimum of 1 incorporator is required. All incorporators must sign both the Articles of Incorporation and the Certificate of Disclosure

10. Incorporator(s): The name(s) and address(es) of the incorporator(s) is (are):

Name: Yuntan Emily Sheen Name: _____

Address: 3643 E. Sparrow Pl. Address: _____

City, State, Zip: Chandler, Az 85286 City, State, Zip: _____

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

11. ☑ Check this box. If this provision will apply to your corporation.

DISCRIMINATION: The Corporation will not practice or permit discrimination on the basis of sex, race, national origin, religion, physical handicap or disability.

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ARTICLE 12
The Articles must indicate if the corporation will, or will not have members.

12. MEMBERS (Check One)

The corporation ☑ will have members
☐ will not have members.

Executed this 8th day of July, 2010 by all of the incorporators.

Signed [signature]

Yuntan Emily Sheen
[Print Name Here]

[Print Name Here]

Phone and fax numbers are optional

PHONE (480) 735-8392 FAX

The agent must consent to his appointment by executing the consent.

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 8th day of July, 2010.

Signed [signature]

Yuntan Emily Sheen
[Print Name Here]

The Articles must be accompanied by a Certificate of Disclosure, executed within 30 days of delivery to the Commission, by all incorporators.

Arizona Language Preparatory
[If signing on behalf of a company serving as statutory agent, print company name here]

CERTIFICATE OF DISCLOSURE

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

Arizona Language Preparatory
EXACT CORPORATE NAME

A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profit 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 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 fund 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 criminal or judicial action, including the date and location, the court and public agency involved and the or cause number of each.

C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profit and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty percent 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 insolvency 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)/director(s)/officer(s) declare(s) that (they) 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 an initialed above.
THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [signature] BY _____

PRINT NAME Yunka Early Sheen PRINT NAME _____

TITLE Member DATE 7/6/2012 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-profit 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 declaration, 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.

[illegible] – Signature
[illegible]

Arizona Corporation Commission
Corporation number