AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

DEC 10 2012

FILE NO. 0835764-0

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BASIS SCHOOL, INC.

(Including Name Change to "Basis Schools, Inc.")

Pursuant to the provisions of Arizona Revised Statutes §§ 10-11006 and 10-11007, BASIS School, Inc., an Arizona nonprofit corporation, hereby adopts the following Amended and Restated Articles of Incorporation and certifies as follows:

1. The name of the corporation is "BASIS SCHOOL, INC."

2. The filing of these Amended and Restated Articles of Incorporation includes a name change for the corporation to "Basis Schools, Inc."

3. The Amendment to the Articles of Incorporation of the corporation was filed with the Arizona Corporation Commission on April 14, 2004, at File No. 11665025030.

4. The Articles of Incorporation for the corporation are being amended and restated in their entirety as set forth in Exhibit "A" attached hereto and incorporated herein by this reference.

5. The Amended and Restated Articles of Incorporation were adopted by the board of directors of the corporation on November 14, 2012, in the manner prescribed by the Arizona Nonprofit Corporation Act. No other person or group has the right to vote on amendments or restatements of the Articles of Incorporation.

6. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments and/or restatements thereto in their entirety.

Dated: November 14, 2012

BASIS SCHOOL, INC.

By: Donald V. Budinger
Donald V. Budinger, Secretary

EXHIBIT "A"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

BASIS SCHOOLS, INC.

The undersigned incorporator, desiring to form a nonprofit corporation under laws of the State of Arizona, hereby adopts the following Articles of Incorporation.

I.
Name and Place of Business

The name of the corporation shall be "BASIS SCHOOLS, INC." (referred to herein as the "Corporation"). The initial place of business and address for the Corporation will be 11485 North 136th Street, Suite 109, Scottsdale, AZ 85259, but it will establish other principal places of business and other offices at such other places, either within or without the State of Arizona, as the Board of Directors may from time to time determine.

II.
Purpose and Activities

This Corporation is a nonprofit organization organized and operated exclusively for charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provision of any future federal tax laws. Within the meaning of Section 501(c)(3), the Corporation's primary mission is to provide its students with an academically excellent and rigorous liberal arts college preparatory education for elementary through high school grades in charter schools. The Corporation will operate multiple campuses both located inside and outside of Arizona. Except as otherwise provided in these Articles, the Corporation also may transact any and all lawful business for which nonprofit corporations may be organized under the laws of Arizona, as amended from time to time.

III.
Limitation on Activities

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 II hereof. No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

(b) It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) and is other than a private foundation by reason of being described in Section

170(b)(1)(A)(ii) and/or 509(a)(1) or (2) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation: (1) exempt from income tax under Section 501(c)(3) of the Code or corresponding provision of any future federal tax laws; (2) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code or corresponding provision of any future federal tax laws; (3) bequests, legacies, devises, and transfers to which are deductible for estate tax purposes under Section 2055(a)(2) of the Code or corresponding provision of any future federal tax laws; or (4) gifts to which are deductible for gift tax purposes under Section 2522(a)(2) of the Code or corresponding provision of any future federal tax laws.

IV.
Board of Directors

The current Board of Directors consists of seven (7) directors. The number of directors and their manner of election will be governed by the Bylaws. The names and addresses of the persons who serve as the directors are:

Don Budinger
11485 North 136th Street, Suite 109
Scottsdale, AZ 85259

Craig Barrett
11485 North 136th Street, Suite 109
Scottsdale, AZ 85259

John Morton
11485 North 136th Street, Suite 109
Scottsdale, AZ 85259

Clint Bolick
11485 North 136th Street, Suite 109
Scottsdale, AZ 85259

Terry Sarvas
11485 North 136th Street, Suite 109
Scottsdale, AZ 85259

Michael K. Block
11485 North 136th Street, Suite 109
Scottsdale, AZ 85259

Steve Twist
11485 North 136th Street, Suite 109
Scottsdale, AZ 85259

V.
Members

The Corporation shall have no members.

VI.
Limitation of Liability

The personal liability of a director of the Corporation, or of a person who serves on a board or council of the Corporation in an advisory capacity to the Corporation for money damages for any action taken or any failure to take action as a director is hereby eliminated to the fullest extent permitted by Arizona law as it now exists or hereafter may be amended. Any repeal or modification of this provision shall be prospective only, and shall not affect adversely any limitation on the personal liability of such person with respect to any act or omission occurring prior to the time of such repeal or modification.

VII.
Indemnification

To the fullest extent permitted by Arizona law as it now exists or hereafter may be amended, the Corporation shall indemnify every director, officer or agent of the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, formal or informal, to which he or she is or was a party or is threatened to be made a party by reason of the fact that he or she is or was a director, officer, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, member or agent of another corporation or other entity. The foregoing rights of indemnification are limited as required by Arizona law, but shall be in addition to and not exclusive of all of the rights to which such persons may be entitled at law or otherwise. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification rights of a director, officer or agent of the Corporation existing at the time of such repeal or modification.

VIII.
Dissolution

Upon dissolution of the Corporation, the Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for the distribution of all of the assets of the Corporation exclusively for the tax-exempt purposes of the Corporation, by distribution to one or more organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or corresponding provision of any future federal tax laws, as the Board of Directors shall determine. Any assets of the Corporation not so disposed of by the foregoing provisions shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for the tax-exempt purposes of the Corporation or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

IX.
Statutory Agent

The name and address of the statutory agent is:

Terry Sarvas, Sarvas, Coleman, Edgell and Tobin P.C., 5050 N. 40th Street, Suite 310, Phoenix, AZ 85018-2153.

X.

Fiscal Year

The fiscal year for this Corporation shall be July 1 through June 30, unless otherwise fixed by a resolution of the Board of Directors.