EXPEDITED

AZ. CORP. COMMISSION
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ARTICLES OF INCORPORATION

OF

BASIS SCHOOL, INC.
(an Arizona Nonprofit Organization)

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporator, whose mailing address appears beneath his name, hereby adopts the following Articles of Incorporation for the purpose of forming a nonprofit corporation under the laws of the State of Arizona.

ARTICLE I

NAME

The name of this corporation is and shall be BASIS SCHOOL, INC., (hereinafter referred to as the "Corporation").

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The known place of business of this Corporation shall initially be 6470 N. Calle de Calipso, Tucson, Pima County, Arizona, 85718, but it may 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.

ARTICLE III

PURPOSES

This Corporation is organized and shall be operated as a nonprofit corporation solely and exclusively for the promotion of social welfare, and specifically for the conducting of any and all lawful affairs for which corporations may be incorporated. Without limiting the generality of the foregoing or the character of the affairs to be conducted by the corporation in the future, the corporation initially shall conduct the following business: Charter Middle School.

Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in these Articles, this Corporation shall have all the powers specified in Arizona Revised Statutes Section 10-2301 *et seq.*, and as shall later be repealed and renumbered of the Arizona Revised Statutes, as amended from time to time, and to do all and every thing necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships, including federal, state, county and municipal bodies and authorities; and, in general, to do and perform such acts and transact such business in connection with the foregoing objects not inconsistent with law; provided, however, that the Corporation shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation under Section 501 of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted.

ARTICLE IV

PROHIBITED ACTIVITIES

No primary or substantial part of the activities of the Corporation shall be participation in or intervention in (including the publishing or distributing of

statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

TERM

The time for the commencement of this Corporation shall be the date of the filing of these Articles of Incorporation as required by law, and the term of its corporate existence shall be perpetual.

ARTICLE VI

STOCK

This Corporation shall be a nonprofit corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the directors hereof or to any other private individual. All the earnings and property of the Corporation shall be used to further the purposes and objects of the Corporation as set forth in ARTICLE III. Nothing contained herein, however, shall prohibit payments by the Corporation to directors or members as reasonable compensation for services rendered to the Corporation.

ARTICLE VII

INDEMNIFICATION

The directors, officers and members of the Corporation shall not be individually liable for the Corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A director of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, if any, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a

knowing violation of law, (iii) under Section 10-2326, *et seq.*, where applicable, of the Arizona Revised Statutes, or (iv) for any transaction from which the director derived any improper personal benefit. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII

INCORPORATOR

The names and addresses of the incorporator of the Corporation is:

Thomas R. Aguilera, Esq.
Monroe & Associates, P.C.
6280 E. Pima, Ste. 105
Tucson, AZ 85712.

All powers, duties and responsibilities of the incorporator shall cease on the date and at the time of the convening of the organizational meeting of the Board of Directors.

ARTICLE IX

DIRECTORS

The control and management of the affairs of the Corporation shall be vested in a Board of Directors. The names and addresses of those selected to serve as directors, beginning with the incorporation of this Corporation and until the second annual meeting of the corporation or until their successors shall be elected and qualified, are:

Olga Vyborna Block
6470 N. Calle de Calipso
Tucson, AZ 85718

Michael Kent Block
6470 N. Calle de Calipso
Tucson, AZ 85718

Lewis C. Solmon
323 San Vicente Blvd., #14
Santa Monica, CA 90402

ARTICLE X

FISCAL YEAR

The fiscal year for this Corporation shall be DECEMBER 31st, unless otherwise fixed by a resolution of the Board of Directors.

ARTICLE XI

DISSOLUTION

No person shall possess any property right in or to the property or assets of the Corporation. Upon dissolution of this Corporation as provided in the Bylaws, all assets remaining after payment of any outstanding liabilities shall be distributed exclusively to charitable, religious, educational or scientific organizations which would then qualify under the appropriate provisions and subsections of Section 501(c) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted and which organizations have purposes and objects similar to those of the corporation, all determined in accordance with the Bylaws.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

(a) If there are members entitled to vote on the proposed amendment, the Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of those members, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected shall be given to each member entitled to vote at the meeting within the time and in the manner provided for giving of notice of meetings. The proposed amendment may be adopted only by act of the members.

(b) If there are no members or no members entitled to vote on the proposed amendment, an amendment may be adopted by act of the Board of Directors.

(c) Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE XIII

STATUTORY AGENT

This Corporation hereby appoints Thomas R. Aguilera, of Monroe & Associates, P.C., 6280 E. Pima, Ste. 105, Tucson, Arizona, 85712, as its initial statutory agent who has been a resident of this state for at least three (3) years. All notices and processes, including service of summons, may be served upon said statutory agent and, when so served, shall be lawful, personal service upon this Corporation. The Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto signed my name this 23rd day of March 1998.

Thomas R. Aguilera
Monroe & Associates, P.C.
6280 E. Pima, Ste. 105
Tucson, AZ 85712

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

On this, the 23rd day of March 1998, before me THOMAS R. AGUILERA, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

My Commission Expires:
12/23/2001

JEFF S. WILLIAMS
Notary Public - Arizona
Pima County
My Comm. Expires Dec 23, 2001

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ACCEPTANCE OF STATUTORY AGENT

Thomas R. Aguilera, having been designated to act as statutory agent for BASIS SCHOOL, INC., and having been a resident of this state for at least three (3) years, hereby consents to act in that capacity until he is removed, or submits his resignation, in accordance with applicable law.

DATED:

Thomas R. Aguilera, Esq.
Monroe & Associates, P.C.
6280 E. Pima, Ste. 105
Tucson, AZ 85712