

Arizona State Board for Charter Schools

Arizona State Board of Education

1700 W. Washington St., Room 164, Phoenix, AZ 85007

(602) 364-3080 Fax (602) 364-3089

www.asbes.az.gov

RECEIVED AUG 30 2010

CHARTER HOLDER STATUS AMENDMENT REQUEST

(Charter Holder Name) Champion Schools, Inc. (CTDS) 078785000

(Charter Holder Mailing Address) 449 East Southern Ave.

(City, State) Phoenix, Arizona (Zip) 85040

(Charter Representative's Name) Carolyn Sawyer

(Phone Number) 602-341-6527- (Fax Number) 602-341-6529

Failure to submit all required documentation will result in the Amendment Request being returned without being processed. Faxed copies will not be accepted. Please send originals.

Check appropriate box(s)

- Change in legal status of the Charter Holder
 Change in entity name of the Charter Holder
 Change in ownership of the Charter Holder (for-profits only)
 Other (please explain)

Included are the following:

- Board minutes approving the change (If the body is subject to Open Meeting Law, minutes must comply with ARS §38-431.01)
 - Copy of amendment to Articles of Incorporation filed with the Arizona Corporation Commission
 - Provide information regarding any payment, benefit or consideration received or to be received by any party in the transition.
- ↓ Additional materials may be requested as required by the type of request

The Arizona State Board for Charter Schools and Champion Schools, Inc. (Charter Holder), herein agree to amend the terms of the charter contract as follows:

FROM: Transfer the charter contract from Champion Schools, Inc. (for-profit)

TO: Fit Kids, Inc. (a separate Arizona non-profit with IRS 501©3 status)

In witness whereof, Charter Holder has signed this contract amendment as of this 20th day of June, 2010, and the State Board for Charter Schools has signed this contract amendment as of this ____ day of _____, 20____, to take effect at such time as it is signed by both parties.


Charter Representative Signature

Representative Signature for the Arizona State Board for Charter Schools

Checklist for a change of the Charter Holder

07/014/09

MINUTES OF REGULAR BOARD MEETING OF THE
GOVERNING BOARD OF Champion Schools:
CHAMPION SCHOOLS: SUMMIT ELEMENTARY

May 24, 2010 at 10:00am
At 1313 North 2nd Street, Suite #17
Phoenix, Arizona 85004

Board of Directors present: Carolyn Sawyer, Melissa Sawyer

- I. Meeting was called to order at 10:00 am

- II. Approval of Minutes from April 5th, 2010
Board Meeting
Motion made and carried unanimously

- III. Approval of Transfer of Charter Contract to Fit Kids, inc.
Motion made and carried unanimously

- IV. Call to the Public

- VI. Meeting Adjourned

Dated this 24th day of May, 2010

Champion Schools

By Carolyn Sawyer

A handwritten signature in cursive script, appearing to read "Carolyn Sawyer", is written over the printed name. The signature is written in dark ink and is slanted slightly to the right.

MINUTES OF REGULAR BOARD MEETING OF THE
GOVERNING BOARD OF FIT KIDS, INC
An Arizona Non-Profit Corporation

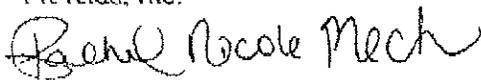
November 1, 2010 at 10:00am
449 East Southern Ave.
Phoenix, Arizona 85040

Board of Directors present: Carolyn Sawyer, Melissa Sawyer,
Rachel Mech,

- I. Meeting was called to order at 10:00 am
- II. Discussion and Approval of Change to Organizational Chart
Motion made and carried unanimously
- III. Discussion and Approval of Amended and Restated Fit Kids ByLaws
Motion made and carried unanimously
- IV. Election of Rachel Mech as Secretary of Fit Kids Board
Motion made and carried unanimously
- V. Discussion of Future Additions to Slate of Directors
- VI. Acceptance of Melissa Sawyer Resignation for Fit Kids Board of Directors
- VII. Meeting Adjourned

Dated this 1st day of November, 2010

Fit Kids, Inc.


By Rachel Mech, Secretary

11/1/10

ARTICLES OF INCORPORATION

OF

FIT KIDS, INC.

ARTICLE I – NAME

The name of the Corporation is Fit Kids, Inc.

ARTICLE II – PURPOSE

General Purpose. This Corporation is formed to conduct any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as such laws may be amended from time to time.

Specific Purpose. The specific purpose for which the Corporation is formed is to establish, market and operate public or private schools, and all acts incidental thereto.

Tax Exempt Status. The Corporation is organized for charitable, religious, educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“the Code”), including distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code and initially and specifically for the purpose of establishing, marketing and operating public or private schools and related activities. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities that are not permitted for a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or for a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any corresponding provisions of future federal tax code. 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. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 this Article II.

ARTICLE III – BOARD OF DIRECTORS

The Board of Directors shall be responsible for the governance and operation of the Corporation. The Board of Directors of the Corporation shall consist of that number of Directors provided, from time to time, by the Corporation’s Bylaws. The name and address of the initial Director, until the first annual meeting of the Board of Directors or until her successor is elected and qualified is: Carolyn Sawyer, 1313 North 2nd Street, Suite 18, Phoenix, Arizona 85004.

ARTICLE IV – STATUTORY AGENT

The name and address of the statutory agent of the Corporation are: Carolyn Sawyer, 1313 North 2nd Street, Suite 18, Phoenix, Arizona 85004.

ARTICLE V – PRINCIPAL OFFICE

The address of the principal office of the Corporation is 1313 North 2nd Street, Suite 18, Phoenix, Arizona 85004.

ARTICLE VI – INCORPORATOR

The name and address of the incorporator are: Carolyn Sawyer, 1313 North 2nd Street, Suite 18, Phoenix, Arizona 85004. All powers, duties and responsibilities of the incorporator shall cease at the time of proper delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE VII – MEMBERS

The Corporation shall not have members.

ARTICLE VIII – CORPORATE EXISTENCE

The corporation shall exist perpetually unless dissolved according to applicable law. 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 for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provisions of any future federal tax code), or to a state or local government for a public purpose, 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 such court shall determine, as permitted by applicable law.

ARTICLE IX – INDEMNIFICATION

To the maximum extent permitted by applicable law, the Corporation shall indemnify any Director or officer made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as Director or officer of the corporation, or as Director, officer, employee or agent of any other entity which he or she served at the request of the Corporation) against judgments, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action suit or proceeding or any appeal therein (but not for taxes, penalties or fines), if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings without reasonable ground for belief that such action was unlawful. The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Corporation and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for the belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings.

ARTICLE X – DISCRIMINATION

In rendering its functions and in exercising its purposes, the Corporation shall not practice nor permit discrimination on the basis of gender, race, color, religion or national origin.

ARTICLE XI – AMENDMENT

These Articles of Incorporation may be amended by the Board of Directors of the Corporation as provided by the Corporation's Bylaws, provided that any amendment shall not cause a determination that the Corporation is not an organization qualifying under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

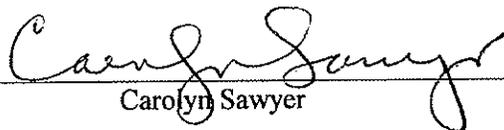
EXECUTED this 3rd day of May 2007.



Carolyn Sawyer, Incorporator

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned acknowledges and accepts appointment as statutory agent of FIT KIDS, INC., this _____ day of May 2007.



Carolyn Sawyer

(2-0 with 1 abstention) the approval of the transfer of charter.

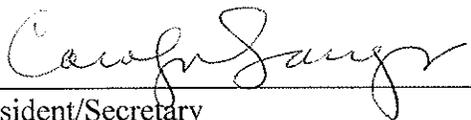
The chairman then presented the Board of Directors with Certification of Resolution. After discussion, motion duly made, seconded and unanimously carried (2-0 with 1 abstention), the approval of the Certification of Resolution.

The chairman then presented the Board of Directors with Resolution declaring official intent of Fit Kids Inc. for the reimbursement of capital expenditures. After discussion, motion duly made, seconded and unanimously carried 3-0, the approval of the Resolution declaring official intent of Fit Kids Inc. for the reimbursement of capital expenditures.

The Board of Directors discussed the requirements for the Finger Print Clearance Cards and was advised that the Organizational Chart would be emailed at a later date.

There being no further business to come before the meeting, upon motion duly made and unanimously adopted, the meeting was adjourned at 10:34 am.

Dated this 26 day of May, 2010.



President/Secretary

APPROVED:

RACHEL MECH

Print name:
Director

MELISSA SAWYER

Print name:
Director