AZ CORPORATION COMMISSION
FILED

JUL 9 6 2008

FILE NO. 1466358-2

AZ Corp. Commission
02497227

ARTICLES OF INCORPORATION
OF
GILBERT ARTS ACADEMY PUBLIC CHARTER ELEMENTARY SCHOOL
Pursuant to A.R.S. Section 10-3202

1. The name of the corporation (the "Corporation") is GILBERT ARTS ACADEMY PUBLIC CHARTER ELEMENTARY SCHOOL. The Corporation is a nonprofit corporation under Arizona law, Section 10-3101, *et seq.*, of the Arizona Revised Statutes, or the corresponding sections of any future Arizona corporate code. The period of duration shall be perpetual.

2. The principal office and place of business of the Corporation shall be in the County of Maricopa, State of Arizona, but other offices may be established and maintained within or without the State of Arizona at such places as may be designated in the Bylaws or by the Board of Directors.

3. The Corporation is organized for the purpose of creating and operating charter schools (whether such schools are owned by the Corporation or others) pursuant to Section 15-153 et seq. of the Arizona Revised Statutes, or the corresponding sections of any future charter school law. Subject to the limitations of these Articles and in furtherance of said purpose, the Corporation shall be authorized to exercise any and all acts such as are permitted to a Corporation organized under Chapters 24 through 40 of the Arizona Corporation Act (Title 10 of the Arizona Revised Statutes). Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity not permitted to be carried on by an organization which is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws (the "Code"), and which is exempt from Federal income tax under Section 501(a) of the Code.

4. The Corporation shall have one or more Members.

5. The character of the affairs of the Corporation shall be such as may be appropriate to accomplish the purposes of the Corporation set forth in these Articles.

6. The affairs of the Corporation shall be managed by a Board of Directors of not less than one or more than five persons. The number and term of the directors shall be provided in the Bylaws of the Corporation. The names and addresses of the initial Board of Directors, who shall serve until their successors are elected and qualified are:

Name	Address
William Coats	7878 N. 16th Street, Suite 150, Phoenix, AZ 85020
Michele Kaye	7878 N. 16th Street, Suite 150, Phoenix, AZ 85020

7. The street address of the known place of business of the Corporation is 862 E. Elliott Rd. Gilbert, Arizona 85234.

8. The name and address of the sole incorporator of the Corporation is William Coats, 7878 N. 16th Street, Suite 150, Phoenix, AZ 85020.

9. The statutory agent of the Corporation is William Costa, 7878 N. 16th Street, Suite 150, Phoenix, Arizona 85020.

10. No part of the net earnings 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 3. 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 in these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization which is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws (the "Code"), and which is exempt from Federal income tax under Section 501(a) of the Code.

11. In the event of the dissolution of the Corporation, all of the Corporation's assets, real and personal (after paying or making provision for the payment of all of the liabilities of the Corporation) shall be distributed to an organization which is described in Section 501(c)(3) of the Code and which has purposes compatible with the purposes of the Corporation, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by an order of the Superior Court of the county in which the principal office of the corporation is then located to such organization or organizations, as said Court shall determine, which are described in Section 501(c)(3) of the Code and which have purposes compatible with the purposes of the Corporation.

12. To the extent permitted by applicable law then in effect, the Corporation may indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred ("Claim") by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another entity ("Corporation Agent"). The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the Bylaws of the Corporation. Any indemnification shall be made by the Corporation only as authorized by the Board of Directors by a majority vote of the directors who are not parties to the subject action, suit or proceeding. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an Corporation Agent against any Claim arising out of the Corporation Agent's status as such whether or not the Corporation would have had the power to indemnify the Corporation Agent from a Claim under this Article. The right to indemnification provided herein shall not be exclusive of any rights to which a Corporation Agent may otherwise be entitled by applicable law.

13. The personal liability of the directors of the Corporation for monetary damages for breach of a fiduciary duty as a director is eliminated to the fullest extent permitted by applicable law. For purposes of this Article only, "director" shall include trustees or persons who serve on a board or council of the Corporation in an advisory capacity.

14. These Articles may be amended by the vote of a majority of the members of the Board of Directors.

15. In case of any conflict between the terms hereof and the Bylaws of the Corporation, these Articles shall control.

Executed this 28th day of July, 2008 by the sole incorporator.

William Costa, Sole Incorporator

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts appointment as statutory agent of the above corporation effective as of this 28th day of July, 2008.

William Costa

NONPROFIT
CERTIFICATE OF DISCLOSURE
Pursuant to A.R.S. § 10-3202 (D)

GILBERT ARTS ACADEMY PUBLIC CHARTER ELEMENTARY SCHOOL
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been 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. Been 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. Been or are 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 and prior name(s) 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. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution 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 corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
(a) Was incorporated.
(b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and file file or cause number of the case.

D. The fiscal year end adopted by the corporation is June 30.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of 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 William Coats DATE July 28, 2006 BY _____ DATE _____
TITLE Sole Incorporator, Director and President TITLE _____

BY _____ DATE _____ BY _____ DATE _____
TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four incorporators, please obtain remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0001 - Non-Profit
Rev: 10/2006

Arizona Corporation Commission
Corporations Division

NON-PROFIT CORPORATION
ARTICLES OF AMENDMENT
Pursuant to A.R.S. Section 10-11006

1. The name of the corporation is:

GILBERT ARTS ACADEMY PUBLIC CHARTER ELEMENTARY SCHOOL

2. The Articles of Incorporation were originally filed with the Arizona Corporation Commission ("ACC") on July 28, 2008. The ACC file number is 1466358-2.

3. Attached hereto as Exhibit A is the text of the amendment adopted.

4. The amendment was duly adopted by act of the board of directors (without member action and either member action was not required or members are not entitled to vote) and with approval, in writing, by the person or persons so specified in the corporation's Articles of Incorporation or bylaws.

Dated this ____ day of June 2013.

By: _____
William D. Coats, Chairman of the Board of Directors

EXHIBIT A

Article I of the Articles of Incorporation is hereby amended in its entirety and shall henceforth read as follows:

ARTICLE I

The name of the corporation is COLEGIO PETITE PHOENIX (hereinafter "Corporation"). The Corporation is a nonprofit corporation under Arizona law, Section 10-3101, *et seq.,* of the Arizona Revised Statutes, or the corresponding sections of any future Arizona corporate code. The period of duration shall be perpetual.

E-FILED

STATE OF ARIZONA CORPORATION COMMISSION
CORPORATION ANNUAL REPORT & CERTIFICATE OF DISCLOSURE

03950959

DUE ON OR BEFORE 07/28/2012 **FILING FEE** $10

PLEASE READ ALL INSTRUCTIONS. The following information is required by A.R.S. §§10-1622 & 10-11622 for all c organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.F 121(A) & 10-3121(A). YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or correctio necessary. Information for the report should reflect the current status of the corporation.

-1466358-2

1. GILBERT ARTS ACADEMY PUBLIC CHARTER ELEMENTARY SCHOOL
& WILLIAM D COATS
7878 N 16TH ST #150
PHOENIX, AZ 85020

Business Phone: _____ (Business phone is optional.)

State of Domicile: ARIZONA **Type of Corporation:** NON-PROFIT

2. Statutory Agent: WILLIAM COATS
Mailing Address: 7878 N 16TH ST #150
City, State, Zip: PHOENIX, AZ 85020

Statutory Agent's Street or Physical Addre
Physical Address:
City, State, Zip: AZ

ACC USE ONLY	
Fee	$ 10.00
Penalty	$ 0.00
Reinstate	$ 0.00
Expedite	$
Resubmit	$

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below. Note that the agent address must be in Ari

I, (individual) or We, (corporation or limited liability company) having been designated the new Statu do hereby consent to this appointment until my removal or resignation pursuant to law.

Signature of *new* Statutory Agent

Printed Name of *new* Statutory Agent

3. **Secondary Address:**

(Foreign Corporations are REQUIRED to complete this section).

4. CHARACTER OF BUSINESS

EDUCATIONAL

Received: 07/02/2012 15:14

-1466358-2 GILBERT ARTS ACADEMY PUBLIC CHARTER ELEMENTARY SCHOO

5. CAPITALIZATION: (For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial in estate.

5a. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized.**

Number of Shares/Certificates Authorized | Class | Series Within Class (If

5b. Review all corporation amendments to determine if the original number of shares has changed. Examine t minutes for the number of **shares issued.**

Number of Shares/Certificates Issued | Class | Series Within Class (If

6. SHAREHOLDERS: (For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than interest in the corporation.

NONE

7. OFFICERS

Name: WILLIAM COATS
Title: PRESIDENT
Address: 7878 N 16TH ST #150
PHOENIX, AZ 85020
Date Taking Office: 07/28/2008

Name:
Title:
Address:
Date Taking Office:

Name:
Title:
Address:
Date Taking Office:

Name:
Title:
Address:
Date Taking Office:

8. DIRECTORS

Name: WILLIAM COATS
Address: 7878 N 16TH ST #150
PHOENIX, AZ 85020
Date Taking Office: 07/28/2008

Name: MICHELE KAYE
Address: 7878 N 16TH ST #150
PHOENIX, AZ 85020
Date Taking Office: 07/28/200

Name:
Address:
Date Taking Office:

Name:
Address:
Date Taking Office:

-1466358-2 GILBERT ARTS ACADEMY PUBLIC CHARTER ELEMENTARY SCHOOL

9. FINANCIAL DISCLOSURE (A.R.S. §10-11622(A)(9))

Nonprofits – if your annual report is due on or before September 25, 2008, you **must attach** a financial statement (e.g. income/e balance sheet including assets, liabilities). If your nonprofit annual report is due after September 25, 2008, a financial stateme **Cooperative marketing associations** must in all cases submit a financial statement. All other forms of corporations are ex financial statement no matter what date the annual report was due.

ONLY NONPROFIT CORPORATIONS MUST ANSWER THIS QUESTION:

9A. MEMBERS (A.R.S. §10-11622(A)(6)) This corporation **DOES** ☒ **DOES NOT** ☐ ha

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§ 10-202(D), 10-3202(D), 10-1622(A)(8) & 10-11622(A)(7))

A. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or h 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in been:

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction wit period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or m monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certifica
3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year p preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation
   (a) fraud or registration provisions of the securities laws of that jurisdiction, or
   (b) the consumer fraud laws of that jurisdiction, or
   (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked: YES

If "YES" to A, the following information **must be submitted** as an attachment to this report for each person subject to actions stated in Items 1 through 3 above.

1. Full birth name.
2. Full present name and prior names used.
3. Present home address.
4. All prior addresses for immediately preceding 7 year period.
5. Date and location of birth.
6. The nature and description of each co action; the date and location; the court a involved; and the file or cause number o

B. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or h the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in the co in any such capacity or held a 20% interest in any other corporation on the bankruptcy or receivership of that other corpo

One box must be marked: YES

If "YES" to B, the following information **must be submitted** as an attachment to this report for each corporation su statement above.

(a) Name and address of each corporation and the persons involved.
(b) State(s) in which it: (i) was incorporated and (ii) transacted business.
(c) Dates of corporate operation.

11. STATEMENT OF BANKRUPTCY OR RECEIVERSHIP (A.R.S. §§ 10-1623 & 10-11623)

A. Has the **corporation** filed a petition for bankruptcy or appointed a receiver? **One box must be marked: YES** ☐

If "Yes" to A, the following information **must be submitted** as an attachment to this report:

1. All officers, directors, trustees and major stockholders of the corporation within one year of filing the petition for ban appointment of a receiver. If a major stockholder is a corporation, the statement shall list the current president, chai board of directors and major stockholders of such corporate stockholder. "Major stockholder" means a shareholde controlling twenty per cent of the issued and outstanding shares or twenty per cent of any proprietary, beneficial or interest in the corporation.
2. Whether any such person has been an officer, director, trustee or major stockholder of any other corporation withi bankruptcy or receivership of the other corporation. If so, for each such corporation give:
   (a) Name and address of each corporation;
   (b) States in which it: (i) was incorporated and (ii) transacted business.
   (c) Dates of operation.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they wil

I declare, under penalty of perjury, that all corporate income tax returns required by Title 43 of the Arizona Revised Sta filed with the Arizona Department of Revenue. I further declare under penalty of perjury that I (we) have examined th certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and co

Name WILLIAM COATS Date 07/02/2012

BYLAWS
OF
GILBERT ARTS ACADEMY PUBLIC CHARTER ELEMENTARY SCHOOL
(An Arizona Nonprofit Corporation)

ARTICLE 1- **ORGANIZATION**

Section 1.1. Name. The name of the Corporation is Gilbert Arts Academy Public Charter Elementary School

Section 1.2. Principal Office and Other Offices. The Corporation's principal office, known place of business, and place where it records shall be kept is 7878 N. 16th Street, Suite 150, Phoenix, AZ 85020. The Corporation may change its principal office, or adopt other and additional offices, either within or outside Arizona, as the Board may designate from time to time.

Section 1.3. Corporate Seal. No instrument executed by or behalf of the Corporation shall require a corporate seal for validity, but if a corporate seal is used, the Board shall approve its form.

Section 1.4. Statutory Agent. The name and address of the Corporation's statutory agent is William Coats whose address is 7878 N. 16th Street, Suite 150, Phoenix, AZ 85020.

ARTICLE 2 - **PURPOSE**

Section 2.1. Charter School. To create, develop and operate a charter school pursuant to Section 15-183, et seq. of the Arizona Revised Statues, or the corresponding sections of any future Arizona Corporation Code.

Section 2.2. No Limitation. In furtherance of said purpose, to exercise any and all other acts such as are permitted to a Corporation organized under Chapters 24 through 40 of the Title 10 of the Arizona Corporation Code.

ARTICLE 3 – **MEMBERS**

Section 3.1. Membership in the Corporation. The Corporation shall have one member (the "Member").

Section 3.2. Identity. The Member shall be The Leona Member Corporation, 7878 N. 16th Street, Suite 150, Phoenix, AZ 85020

Section 3.3. Interest. Membership interest in the Corporation does not represent an economic or proprietary interest, directly or indirectly, in the assets or the profits of the Corporation.

Section 3.4. Voting. The Membership shall have the exclusive right to appoint individuals to the Board of Directors. Also, the Members shall have the right to appoint representatives to an advisory board ("Governing Board") that the Board of Directors shall

establish. The Governing Board shall be responsible for the policy decisions of the school. The Board of Directors may remove a member of the Governing Board with or without cause. The Board of Directors shall have the exclusive right to vote on all other matters.

Section 3.5. Meetings. The Corporation shall not be required to hold meetings of the Member.

Section 3.6. Annual Dues. The Members shall pay annual dues in an amount determined by the Board.

ARTICLE 4 - **BOARD OF DIRECTORS**

Section 4.1. General Powers. All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Section 4.2. Number and Term. The Board of Directors shall consist of a minimum of one and a maximum of five directors. Each Director shall hold office for a term of three years. A Director may serve more than one term.

Section 4.3. Authority. The powers of the Board of Directors shall include, without limitation, the authority to do the following:

Section 4.3.1. Appointments. Appoint, remove, replace and supervise all the Corporation's officers and any of the Corporation's employees;

Section 4.3.2. Investment. Invest and expend Corporation funds in order to carry out all the Corporation's business;

Section 4.3.3. Agents. Employ or discharge agents, employees and independents contractors;

Section 4.3.4. Agreements. Negotiate and enter into a necessary agreements, or subcontractors to promote, develop and conduct the Corporation's business and otherwise to carry out the Corporation's intent and purpose;

Section 4.3.5. Insurance. Obtain liability, property and other insurance as necessary to properly protect the Corporation's business and properties and the Corporation's officers, directors, managers, members, and employees;

Section 4.3.6. Litigation. Institute on routine collection matters for payments due to the Corporation for services rendered by or arranged by the Corporation;

Section 4.3.7. Borrowing. Borrow money for Corporation purposes;

Section 4.3.8. Execute Documents. Execute any instruments or documents necessary or convenient to carry on Corporation business; and

Section 4.3.9. Establish Procedures. Establish operating procedures, requirement, policies and guidelines for the Corporation which shall be implemented and followed by the Corporation's officers, employees, and independent contractors.

Section 4.4. Policies and Procedures. The Board of Directors shall be authorized from time to time to adjust, amend and repeal such policies and procedures as it may deem necessary or appropriate to govern the Corporation's operations.

Section 4.5. Action by the Board of Directors. A majority vote is required and sufficient for the Board of Directors to act except in those instances specifically described herein and in the Articles of Incorporation where a super-majority is required in order for the Board of Directors to act or in those designated instances when unanimous consent is required for it to act.

Section 4.6. Action Without Meeting; Telephonic Meetings. Any action may be adopted by unanimous written consent of the Board of Directors in lieu of holding a meeting unless the Board of Directors is required to hold a meeting under the Open Meetings laws. The Board of Directors may conduct its meetings by telephone so long as all members participating are able to speak to and hear one another.

Section 4.7. Committees. The Board of Directors may appoint committees to assist in carrying out its duties and responsibilities.

Section 4.8. Compensation. Unless otherwise expressly provided by resolution adopted by the Board of Directors, no Director shall receive any compensation for services as a Director. The Board of Directors may at any time and from time to time by resolution provide that Directors shall be paid a fixed sum for attendance at each Board of Directors meeting or a stated salary as Director. In addition, the Board of Directors may at any time and from time to time to time by resolution provided that Directors shall be paid their actual expenses, if ay, of attendance at each Board of Directors meeting. Nothing in this section shall be construed as precluding any Director from serving the Corporation in any other capacity and receiving compensation therefore, but the Board of Directors may by resolution provide that any Director receiving compensation for services to the Corporation in any other capacity shall not receive additional compensation for services as a Director.

Section 4.9. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, is hall take effect immediately upon receipt by the President or the Secretary; and, unless otherwise specified therein, the acceptance of such resignation shall not necessary to make it effective.

Section 4.10. Full Time Services Not Required. Nothing in these Bylaws shall be deemed to require that a person serving on the Board of Directors spend full time or any specific amount of time managing the Corporation's business; however, any person serving as a Board of Directors member shall be available at reasonable times to assist in the management of the Corporation's business.

Section 4.11. Vacancies. Any vacancy in the Board of Directors shall be filled by the Members.

Section 4.12. Removal From the Board of Directors. A Board of Directors member may be removed with or without cause only by the Members. The removal of a person as a Board of Directors member does not automatically prevent the same person from serving as an officer.

ARTICLE 5 - **BOARD OF DIRECTORS MEETINGS**

Section 5.1. Regular Meetings. Regular Board of Directors meetings may be held at such times and at such places as shall be determined from time to time by a majority of the Board of Directors. An annual meeting shall be held in the month of July unless determined otherwise by the Board of Directors.

Section 5.2. Special Meetings. Special Board of Directors Meetings may be called by the Chair or when an majority of the Bard of Directors member shall request a meeting. In the event that a Special Member is called, each Board of Directors member shall be given 24 hours notice of the Special Meeting and such notice may be provided by personal delivery of a written notice to each Board of Directors member or by registered or certified mail, return receipt requested, or by facsimile as long as the member sending the notice retains the confirmation copy showing the date of transmission and the number to which the transmission was sent.

Section 5.3. Quorum. A majority of the Board of Directors members shall constitute a quorum for the transaction of business. The acts of the majority at such meeting shall be the acts of the Board of Directors unless a greater cote is required hereunder. If, at any Board of Directors meeting, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present.

ARTICLE 6 - **GOVERNING BOARD**

Section 6.1. Creation of the Governing Board. Unless the Articles provide otherwise, the Member may create a committee, referred to as the "Governing Board" and appoint ,members of the Board of Directors and other individuals to serve on the committee. Any vacancies in the Governing Board shall be filled by the Member. Governing Board Members will serve at the pleasure of the Board of Directors.

Section 6.2. Selection of Members. The appointment of members to the Governing Board shall be approved by the greater of (1) a majority of all the directors in office when the action is taken or (2) the number of directors required by the Articles to take such action.

Section 6.3. Authority. The Governing Board is responsible for the policy decisions of Gilbert Arts Academy Public Charter Elementary School, such as determining the educational policy If the School. The Governing Board's powers are limited to policy decisions regarding Gilbert Arts Academy Public Charter Elementary School and do not include policy making power over the affairs of the Corporation.

Section 6.4. Manner of Acting.

Section 6.4.1. A majority if the number of Governing Board Members prescribed according these bylaws, or if no number is so prescribed, the number in office

immediately before the meeting begins, shall constitute a quorum for the transaction of business at any meeting of the Governing Board, unless the Articles require a greater number.

Section 6.4.2. If a quorum is present when veto is taken, the affirmative vote of a majority of the governing Board Members present shall be the act of Governing Board unless the Articles require a greater percentage.

Section 6.5. Meeting by Means of an Electronic Device. Unless otherwise provided by the law or the charter, member of the Governing Board may Participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE 7 – **SCHOOL DIRECTOR**

Section 7.1. Selection. The School Director(s) shall be appointed by the Board of Directors. The School Director shall receive such compensation as the Board may direct.

Section 7.2. Duties. The School Director(s) shall carry out the policies established by the Governing Board and shall be directly responsible to the Governing Board. The School Director will have general management of the artistic, academic and administrative operations of the School and shall prescribe and direct the course of study, the discipline to be observed, the assessment of student performance, and shall be responsible for all required reporting to the State of Arizona. The School Director shall employ and discharge all personnel, prescribe their duties and terms of office, shall set their salaries within the minimum and maximum limits established by the Board of Directors and shall conduct annual reviews of all personnel.

ARTICLE 8 - **OFFICERS**

Section 8.1. Officers. The Corporation's officers shall consist of a President and Secretary, and such other officers as determined appropriate by the Board of Directors. Each officer designated by the Board of Directors shall have such authority and perform such duties as the Board of Directors may from time to time determine. The officers shall serve at the pleasure of the Board of Directors. Any number of offices may be held by the same person.

Section 8.2. Nominating Procedures. Any member of the Board of Directors may present to the Board of Directors at the annual meeting one or more nominees for each office for the following calendar year.

Section 8.3. Removal and/or Resignation of Officers. Any officer may be removed with or without cause by the Board of Directors by a unanimous vote of the Board of Directors at any regular or special meeting held by the Board of Directors. The removal of a persona as an officer of the Corporation does not automatically prevent the same person from serving on the Board of Directors. Any officer may resign at any time by giving written notice of resignation to the Corporation. Any such resignation shall take effect at the time specified therein, it shall take effect immediately upon its receipt by the Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.4. Duties of the President. The President shall be the Corporation's Chief Executive Officer and shall supervise the Corporation's business and affairs. The President may employ such persons necessary for the development of the Corporations objectives. The employees hired by the President shall be compensated as determined by the President, pursuant to policies established from time to time by the Board of Directors. The President shall also serve as the Board Chair.

Section 8.5. Duties of the Secretary. The Secretary shall cause minutes of all Board of Directors meetings to be kept, and review such minutes before presentation to the Board of Directors. The Secretary shall see that minutes of all meetings and all unanimous consents of the Board of Directors, these Bylaws, and all other records as required by law are properly kept. The Secretary will be custodian of the corporate seal, if any, and except as otherwise specified in a Board of Directors resolution, the Secretary will be a proper office to impress the Corporation seal, if any, on any instrument signed by the President or any other duly authorized person, and to attest to the same. The Secretary shall perform such other duties as may be assigned, from time to time, by the President or the Board of Directors.

Section 8.6. Officer Vacancies. Vacancies in any office shall be filled by a vote of the Board of Directors at any regular or special meeting.

ARTICLE 9 – **GENERAL PROVISIONS**

Section 9.1. Construction. Words in the present tense include the future as well as the present; words in the singular include plural and words in the plural number include the singular; words of masculine gender include the feminine and the neuter gender, and words of the feminine gender include masculine and the neuter gender.

Section 9.2. Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit, proceeding by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer , committee member, member agent, or employee of the Corporation or is or was serving at the request of the Corporation as a member, director, officer, agent or employee of another entity, against expenses including attorneys' fees, judgments, decrees, fines, penalties and amounts paid in settlement actually or reasonably incurred by such person connection with such action, suit or proceeding if such person acted, or failed to act, in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea or no contest or its equivalent, shall not, of itself, create a presumption that the person acted or failed to act other than in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe the conduct was unlawful.

Section 9.3. Negotiable Instruments. All checks, drafts or other orders for the payment of money, notes, or other evidence of an indebtedness issued in the Corporation's name shall bear the

signatures of those officers or employees of the Corporation as are authorized by resolution of the Board of Directors. The Board of Directors may require such officers or employees to be bonded in an amount fixed by the Board of Directors.

ARTICLE 10- **AMENDMENTS**

Section 10.1. THESE BYLAWS MAY BE ALTERED, AMENDED OR REPEALED, AND SUBSTITUTE, RESTATED, OR NEW BYLAWS MAY BE ADOPTED ONLY BY THE AFFIRMATIVE VOTE OF 2/3 OF THE BOARD OF DIRECTORS.

CERTIFICATION OF ADOPTION

I certify that I am a Director of Gilbert Arts Academy Public Charter Elementary School, an Arizona nonprofit corporation (the "Corporation"), and have been designated by the Board of Directors to act in that capacity. I also certify that the foregoing Bylaws have been adopted as the Bylaws of the Corporation by its Board of Directors by written consent, in lieu of meeting, and that these Bylaws, as of the date of this certificate, have not been repealed, altered, amended, restated or superseded, and remain in full force and effect.

Dated the 28th day of July, 2008.

William Coats

William Coats