Charter Holder Status Amendment Request

Charterholder Info

Charter Holder

Name:
EAGLE College Prep II, Inc.

CTDS:
07-82-02-000

Mailing Address:
2435 East Pecan Road
Phoenix, AZ 85040
View detailed info

Representative

Name:
Steven Inman

Phone Number:

Downloads

Download all files

Status Type

Type of status change

Change in entity name of the Charter Holder

Description of Changes

Change From:
See item #3 in the attached minutes affecting the name change. EAGLE College Prep II, Inc.

Change To:
EAGLE Arizona

Attachments

Board Minutes — Download File

Copy of amendment to Articles of Incorporation filed with the Arizona Corporation Commission — Download File

Provide information regarding any payment, benefit or consideration received or to be received by any party in the transition — Download File

Additional Information*
No documents were uploaded.

Signature

Charter Representative Signature
Steven Inman 11/18/2014

MINUTES OF PUBLIC MEETING OF THE
BOARD OF DIRECTORS OF EAGLE COLLEGE PREP II, INC.
(DBA EAGLE COLLEGE PREP HARMONY ELEMENTARY SCHOOL)

Date and Time: Friday, May 30, 2014 from 7:00 – 7:15 PM
Location: EAGLE College Prep Harmony
2435 E. Pecan Rd, Phoenix, AZ 85040

The meeting was called to order at 7:07 PM

Roll Call

Board Members Present:
Matt Fryberger, Chairperson
Susan Rojas, Secretary

Excused:
Dr. Becky Ladd, Member
Tristan Savedra, Vice-Chairperson

Staff Present
Steve Inman, Regional Executive Director

Consent Agenda
While awaiting the arrival of Mr. Savedra, the board and staff initiated conversation regarding Mr. Inman's desire to remove all items from the consent agenda and handle them as regular agenda items. In accordance to the board's adopted process document, all items were removed from the consent agenda and reassigned as individual resolutions. This requiring additional time, and the meeting time had already expired. It was decided that the board recess until Monday morning, observing the same agenda. Following the meeting, signatures would be obtained on the original counsel prepared document "Action in Lieu of Special Meeting of Directors of EAGLE College Prep II, Inc. D/B/A EAGLE Harmony." to ensure both open meeting law and legal requirements are satisfied.

Mr. Fryberger called the meeting to recess at 7:16 PM, to be back in session at 7:30 AM, Monday, June 2, 2014.

The meeting was called to order at 7:30 AM, Monday, June 2, 2014.

Roll Call

Board Members Present:
Matt Fryberger, Chairperson
Susan Rojas, Secretary
Tristan Savedra, Vice-Chairperson

Excused:
Dr. Becky Ladd, Member

Staff Present
Steve Inman, Regional Executive Director

1. Presiding Officers and Quorum. Matt Fryberger called the meeting to order and acted as Chair thereof, and Susan Rojas acted as secretary of the meeting. The Chair announced that a quorum of the directors was present, and that the meeting, having been duly convened, was ready to proceed with its business.

2. Electing of Directors and Officers. The Chair discussed the restructuring of the EAGLE network schools in Arizona due to the conversion of Harmony to a regional board overseeing EAGLE affiliated schools in Arizona. The Chair explained the plan to create limited liability companies with separate boards to serve as the school boards for each school. The Board then discussed the election of directors and officers in light of the restructuring. On motion duly made by Susan Rojas and seconded by Matt Fryberger was unanimously carried, the following resolution was adopted:

> RESOLVED, that the following named persons are elected as directors of the corporation until the next annual meeting or until their successors are elected and qualified:
>
> - Steve Inman
> - Matt Fryberger
> - Susan Rojas
> - Andrew Neumann
>
> FURTHER RESOLVED, that the following directors resign from the Corporation Board effective immediately:
>
> - Mark Neumann
> - James Rahn
> - Tristan Savedra
> - Dr. Becky Ladd
>
> FURTHER RESOLVED, that the following named persons are elected to the offices stated beside their respective names to serve at the pleasure of the Board of Directors:
>
> | | |
> |---|---|
> | Matt Fryberger | President |
> | Steven Inman | Secretary |

3. Articles of Incorporation. The Chair stated that the Amended and Restated Articles of Incorporation had been prepared by Counsel and approved by the Member. The Amended and Restated Articles of Incorporation change the name of the Corporation to EAGLE Arizona. The Chair presented to the Board the Amended and Restated Articles of Incorporation and lead a discussion regarding the changes. On motion duly made by Susan Rojas and seconded by Tristan Sevedra was unanimously carried, the following resolution was adopted:

> RESOLVED, that the Amended and Restated Articles of Incorporation of this Corporation, as prepared by counsel and approved by the Member,

are hereby approved and ordered filed with the Arizona Corporation Commission and Steven Inman is hereby authorized to take any action necessary in connection therewith.

4. Adoption of Bylaws. The matter of the adoption of Amended and Restated Bylaws for the regulation of the Corporation was next considered. The Chair presented to the meeting a form of Amended and Restated Bylaws prepared by counsel and approved by the Member. The Chair recommended that the same be adopted as the Bylaws of the Corporation. On motion duly made by Susan Rojas and seconded by Tristan Sevedra was unanimously carried, the following resolution was adopted:

RESOLVED, that the draft Amended and Restated Bylaws of this Corporation, as prepared by counsel and in the form preceding these minutes, are hereby adopted as the Bylaws of this Corporation.

5. Approval of EAGLE Arizona Forming Arizona School Subsidiaries. The Board discussed a proposal by Educational Enterprises ("Member") to form three Arizona school subsidiaries as single member LLCs ("School Subsidiaries") with EAGLE Arizona as the sole member of each single member LLC. The Chair presented to the meeting three sets of Articles of Organization and Operating Agreements as prepared by counsel and approved by the Member. The Chair explained the purpose and steps involved in the formation of the School Subsidiaries. On motion duly made by Susan Rojas and seconded by Tristan Sevedra was unanimously carried, the following resolution was adopted:

RESOLVED, that the Board authorizes Steve Inman to form three subsidiaries as single member limited liability companies in the State of Arizona and for the purpose of furthering EAGLE Arizona's educational purposes as follows:

- EAGLE College Prep Mesa, LLC
- EAGLE College Prep Maryvale, LLC
- EAGLE College Prep Harmony, LLC

FURTHER RESOLVED, the Articles of Organization of the Subsidiaries as prepared by counsel are hereby approved and shall be filed with the Arizona Corporation Commission.

FURTHER RESOLVED, the Operating Agreements of the Subsidiaries as prepared by counsel are hereby approved.

FURTHER RESOLVED, Steven Inman is authorized, directed, and empowered to take all actions necessary or desirable to carry out the intent of these resolutions, including the execution delivery and performance of any and all additional documents, agreements and instruments EAGLE Arizona deems necessary, desirable, or convenient, such approval to be conclusively evidenced by their execution thereof.

6. Adjournment. There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 7:49 AM.

EAGLE College Prep II dba EAGLE College Prep Harmony
Board of Directors, Secretary

Susa Rojas

Dated this 2nd day of June, 2014

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE CONCERNING RESTATED ARTICLES OF INCORPORATION

NONPROFIT CORPORATION

Read the Instructions C013I

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
   EAGLE COLLEGE PREP II, INC.

2. **A.C.C. FILE NUMBER:** -1624665-5
   Find the A.C.C. file number on the upper corner of filed documents OR on our website at: http://www.azcc.gov/Divisions/Corporations

3. **DATE OF ADOPTION** - date on which the restated Articles were adopted: _____

4. **APPROVAL OF RESTATED ARTICLES** – check 4.1 *or* 4.2 (not both) and follow instructions:
   - **4.1** ☒ The restated Articles were approved by the **board of directors without member or third person action**, and the approval of members or any other persons was not required – go to number 6.
   - **4.2** ☐ The restated Articles contain one or more **amendments that required approval by members and/or other persons** – continue with number 5.

5. **APPROVAL OF AMENDMENTS** – if 4.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:
   - ☐ Approved by members.
   - ☐ Approved by other person(s) as required by the Articles of Incorporation.

6. **The Restated Articles or Amended and Restated Articles must be attached to this Certificate.**

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☑ I ACCEPT

Andrew Neumann

Signature | Printed Name | Date (mm/dd/yyyy)

REQUIRED – check only one:

☐ I am the **Chairman of the Board of Directors** of the corporation filing this document.	☒ I am a duly-authorized **Officer** of the corporation filing this document.	☐ I am a duly authorized **bankruptcy trustee**, receiver, or other court-appointed fiduciary for the corporation filing this document.

Filing Fee: $25.00 (regular processing) Expedited processing – add $35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

ARTICLES OF INCORPORATION

OF

EAGLE COLLEGE PREP II, INC.

Pursuant to the provisions of Sections 10-11002, 10-11006 and 10-11007 of the Arizona Revised Statutes, the undersigned corporation adopts the following amendments and restatement of its Articles of Incorporation:

FIRST: The name of the Corporation is EAGLE College Prep II, Inc..

SECOND: The document attached hereto as Exhibit "A" sets forth a restatement of the Articles of Incorporation, which contain amendments to the Articles of Incorporation including a change to the corporation's name from "EAGLE College Prep II, Inc." to "EAGLE Arizona."

THIRD: The document attached hereto as Exhibit "A" was duly adopted by an act of the board of directors of the Corporation on May 30, 2014.

DATED: May 30, 2014.

Susa Rojas

By: _____

Its: Secretary

EXHIBIT A

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

ARTICLES OF INCORPORATION

OF

EAGLE ARIZONA

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of EAGLE College Prep II, Inc., all pursuant to the Arizona Nonprofit Corporation Act, Sections 10-3101 through 10-11702 of the Arizona Revised Statutes ("ANCA").

ARTICLE I
NAME

The name of the corporation is EAGLE Arizona. The corporation is hereafter referred to as the "Corporation".

ARTICLE II
PURPOSE AND CHARACTER OF AFFAIRS

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of I.R.C. § 501(c)(3). These purposes shall include, but not be limited to developing and managing public charter schools. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualifying organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code of 1986 and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III
ACTIVITIES AND RESTRICTIONS

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. § 501(c)(3).The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. § 501(c)(3) or by a Corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. § 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. § 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IV
MEMBER

The Corporation shall have a sole corporate member, Educational Enterprises, Inc., a Wisconsin nonstock corporation exempt under I.R.C. §501(c)(3), whose rights shall be as specified in the Bylaws.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the ANCA. The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

ARTICLE VI
AMENDMENT

These Articles of Incorporation may be amended by the directors of the Corporation by vote of a majority (51%) of the number of directors at a meeting at which a quorum is present, provided, however that no amendment shall take effect unless and until it is approved in writing by the sole corporate member. Further, no amendment substantially change the original purposes of the Corporation.

ARTICLE VII
DISSOLUTION

In the event of 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, distribute

all of the assets of the Corporation exclusively to one or more organizations then described in I.R.C. § 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2)having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Corporation is then located.

ARTICLE VIII
PRINCIPAL OFFICE; REGISTERED OFFICE; REGISTERED AGENT

The mailing and street address of the principal office is 2435 East Pecan Road, Phoenix, Arizona 85040. The mailing and street address of the registered office is 7702 E. Doubletree Ranch Rd., Ste. 300, Scottsdale, Arizona 85258 and the registered agent at such address is WCL Services.

ARTICLE IX
DIRECTOR LIABILITY

To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Corporation occurring prior to such repeal, amendment or modification.

CERTIFICATION

The undersigned officer of EAGLE Arizona hereby certifies that the foregoing Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring member approval , and that said Articles of Amendment and Restatement of Articles of Incorporation were adopted the Board of Directors and the Members in accordance with Section 10-11002 and 10-11003 of the ANCA.

DATED: May 30, 2014.

Susan Rojo
_____, Secretary

CERTIFICATION OF MEMBER APPROVAL

I certify that I am the Secretary of Educational Enterprises, Inc., a Wisconsin nonprofit corporation acting in its capacity as the sole corporate member of EAGLE Arizona (the "Member"), and I have been designated by the Board of Directors of the Member to act in that capacity. I also certify that the foregoing Articles of Amendment and Restatement of Articles of Incorporation have been duly approved by the Member.

DATED the 30th day of May, 2014.

Educational Enterprises, Inc., sole member of EAGLE Arizona

Jane C. Rahn