

Charter Holder Status Amendment Request

Charterholder Info

Charter Holder

Name:
Edkey, Inc. - Pathfinder
Academy

CTDS:
07-87-42-000

Mailing Address:
1460 South Horne
Mesa, AZ 85204
> [View detailed info](#)

Representative

Name:
Ron Neil

Phone Number:
480-461-3200

Fax Number:
602-649-0747

Downloads

 [Download all files](#)

Status Type

Type of status change

Change in ownership of the Charter Holder

Description of Changes

Change From:
Edkey, Inc.

Change To:
Edkey, Inc. (Choice Education and development Corporation before name change)

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 Supporting Materials –  [Download File](#)

Additional Information*
No documents were uploaded.

Signature

Charter Representative Signature
Ron Neil 05/18/2012

**MINUTES OF PUBLIC MEETING
OF THE BOARD OF DIRECTORS OF
EDKEY, INC.**

Friday March 9, 2012
10:15 AM
1011 W. Holmes Avenue - Fiesta Room
Mesa, Arizona 85204

**ALL ITEMS ON THIS AGENDA ARE OPEN FOR DISCUSSION AND POSSIBLE ACTION,
INCLUDING REPORTS AND ACTION ITEMS**

- A. Roll Call - Roll was taken and all members of the Board are present.
(Doug Pike, Tom Crewse, Vicki Jo Anderson, Clark Smithson and Mary Gifford)**
- B. Approval of the Agenda as published. The agenda was approved as published**
- C. Discussion and possible action relative to approval of the December 9, 2011 Minutes as written. A motion was made by Clark Smithson to approve the minutes of the last meeting and Vicki Jo Anderson seconded the motion, a vote received 5 Ayes and the minutes were unanimously approved.**
- D. Discussion and possible action relative to the merger of Choice Education and Development Corporation and Edkey, Inc. After discussion and explanation of the resolution and plan for the Merger, Tom Crewse made a motion to approve the merger and signatures of the merger documents, Vicki Jo Anderson seconded the motion, a vote received 5 Ayes and the motion was unanimously approved.**
- E. Discussion and possible action relative to the adoption of a policy on Travel and other Expense Reimbursement. After discussion, it was decided that Item 4, Sub item A would reflect a change of line two to say "approved by Edkey's Chairman/President of the Board or his/hers designee" and Item 12, last sentence would read "approval of the President(instead of Chairman) of the Board or his/her designee." With agreed upon changes made to the Policy, Clark Smithson made a motion and Mary Gifford Seconded, a vote received 5 Ayes and the Policy motion was approved unanimously.**
- F. Discussion and Possible action relative to the adoption of a policy on Reporting of Illegal Practices or Violations of Adopted Policies of the Organization. After discussion, it was decided the last sentence should read "Employees will be train" instead of "Supervisors will be trained", Patric will add it as a training module in the ADP Employee section. Mary Gifford made a motion to accept the Policy, Clark Smithson seconded the motion, a vote received 5 Ayes and the Policy motion was approved unanimously.**
- G. Discussion and possible action relative to the creation of Committees in the Corporate Board as required in the By-Laws. After discussion, it was decided the two committees the Board would like to create are the Finance and Independent Audit Committee and the Compensation Committee. It was decided to table appointments for the chosen committees until a later date.**
- H. Adjournment - The meeting was adjourned at 12:00 P.M.**

**MINUTES OF PUBLIC MEETING
OF THE BOARD OF DIRECTORS OF
CHOICE EDUCATION AND DEVELOPMENT CORPORATION**

Friday March 9, 2012
10:15 AM
1011 W. Holmes Avenue - Fiesta Room
Mesa, Arizona

**ALL ITEMS ON THIS AGENDA ARE OPEN FOR DISCUSSION AND POSSIBLE ACTION,
INCLUDING REPORTS AND ACTION ITEMS**

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(Doug Pike, Tom Crewse, Vicki Jo Anderson, Clark Smithson and Mary Gifford)**
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COMMISSIONERS
GARY PIERCE - Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS



ERNEST G. JOHNSON
Executive Director

JEFF GRANT
Director
Corporations Division

ARIZONA CORPORATION COMMISSION

July 8, 2011

PATRIC R GREER
1460 SOUTH HORNE STE 632
MESA AZ 85204

Re: -1031712-7 CHOICE EDUCATION AND DEVELOPMENT CORPORATION

We are pleased to notify you that your Articles of Domestication or Articles of Merger HAVE BEEN APPROVED.

You must publish the Articles in their entirety. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is enclosed and is also available on the Commission website. Publication must be completed WITHIN 60 DAYS after 07/08/2011, which is the date the document was approved for filing by the Commission. The corporation may be subject to administrative dissolution if it fails to publish. You do not need to file the Affidavit of Publication you will receive from the newspaper.

We strongly recommend that you periodically monitor the company's record with the Commission, which can be viewed at www.azcc.gov/Divisions/Corporations. If you have questions or need further information please contact us at (602) 542-3026 or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,

MARY H FLOREZ CSR III 602 542-3512 FAX 602 542-4070
Examiner
Corporations Division

JUN 24 2011

FILE NO. -1690225-4

ARTICLES OF DOMESTICATION OF
CHOICE EDUCATION AND DEVELOPMENT CORPORATION
A TAX-EXEMPT NONPROFIT CORPORATION
Pursuant to A.R.S. §§ 10-222 & 10-3222

Article 1. Name. The name of the corporation is Choice Education and Development Corporation (the "*Corporation*").

Article 2. Original Incorporation. The Corporation was originally incorporated in the State of Delaware and the date of its incorporation in that state was on March 18, 2002.

Article 3. Documents Furnished. The official in charge of corporate filings in the jurisdiction in which the Corporation was previously incorporated will be provided with a copy of the Articles of Domestication filed in the State of Arizona.

Article 4. Purpose. The purpose for which the Corporation is organized is exclusively for educational purposes within the meaning of the Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future United States Internal Revenue Law).

Article 5. Character of Affairs. The character of affairs of the Corporation will be the ownership and operation of charter schools in accordance with Arizona law.

Article 6. Known Place of Business in Arizona. The street address of the known place of business of the Corporation is: 1460 South Horne, Suite 632, Mesa, Arizona 85204.

Article 7. Statutory Agent. The name and address of the statutory agent of the Corporation is Patric R. Greer, 1460 South Horne, Mesa, Arizona 85204.

Article 8. No Inurement. No part of the net earning 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 4. 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 of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Laws).

PAID
#135.00
ck 1261

Article 9. Dissolution. 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 its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) 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 purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Article 10. Board of Directors. The board of directors currently consists of 5 directors. The names and addresses of the persons who currently serve as the directors, each until his or her successor is elected and qualified or until his or her earlier resignation or removal are:

Clark Smithson	1460 South Horne Mesa, Arizona 85204
Vicki Jo Anderson	1460 South Horne Mesa, Arizona 85204
Douglas Pike	1460 South Horne Mesa, Arizona 85204
Tom Cruise	1460 South Horne Mesa, Arizona 85204
Von Faler	1460 South Horne Mesa, Arizona 85204

The number of persons to serve on the Board of Directors shall be fixed by the Bylaws.

Article 11. Nondiscrimination Policy. The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

Article 12. Members. The Corporation will not have members.

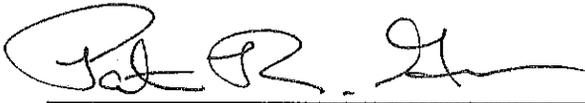
Article 13. Adoption. These Articles of Domestication have been adopted in accordance with A.R.S. § 10-3221. They were adopted by the Board of Directors on April 15th, 2011.

Article 14. Acceptance of State Laws. Upon transfer of domicile of the Corporation to Arizona, the Corporation accepts and will be subject to the laws of Arizona.

Article 15. Effective Date. These Articles of Domestication shall become effective on July 1, 2011.

Dated this 23 day of June, 2011.

CHOICE EDUCATION AND DEVELOPMENT
CORPORATION

By: 
Name: Patric R Greer
Title: Secretary / TREASURER

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

Patric R. Greer, a resident of Arizona, having been designated to act as statutory agent of Choice Education and Development Corporation, hereby consents to act in that capacity until removed or until resignation is submitted in accordance with the Arizona Revised Statutes.


Patric R. Greer

Pursuant to A.R.S. § 10-3223 these Articles of Domestication are accompanied by a Certificate of Disclosure, and a Certificate of Good Standing duly authenticated by the official having custody of the corporate records in the jurisdiction in which the Corporation was originally incorporated.

CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

CHOICE EDUCATION AND DEVELOPMENT CORPORATION
EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. 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. Convicted of a felony, the essential elements of which consisted 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. 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 X

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name, prior name(s) and aliases, if used. | 6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case. |
| 2. Full birth name. | |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|---|--|
| 1. Name and address of the other corporation. | 4. Dates of corporate operation. |
| 2. Full name (including aliases) and address of each person involved. | 5. Case information for bankruptcy or receivership (date, case number, court). |
| 3. State(s) in which the other corporation: <ol style="list-style-type: none"> (a) was incorporated. (b) has transacted business. | |

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(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 

BY _____

PRINT NAME Patric R. Greer

PRINT NAME _____

TITLE Secretary / TREASURER DATE 6/23/11

TITLE _____ DATE _____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

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

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.

Delaware

PAGE 1

The First State

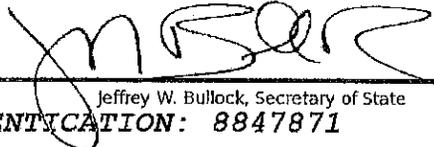
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHOICE EDUCATION AND DEVELOPMENT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JUNE, A.D. 2011.



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110741890

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8847871

DATE: 06-20-11

File Number: -1031712-7

Corp. Name: CHOICE EDUCATION AND DEVELOPMENT CORPORATION

Domestic Address
1460 S HORNE STE 632

Second Address

MESA, AZ 85204

Agent: PATRIC R GREER
Status: APPOINTED 10/12/2005
Mailing Address:
1460 S HORNE

Domicile: ARIZONA
County: MARICOPA
Corporation Type: NON-PROFIT
Life Period: PERPETUAL
Incorporation Date: 03/18/2002
Approval Date: 06/03/2002
Last A/R Received: 10 / 2010
Date A/R Entered: 04/14/2011
Next Report Due: 10/18/2002

MESA, AZ 85204-5760
Agent Last Updated: 10/13/2005
*** SEE COMMENTS ***
Business Type: EDUCATIONAL

Additional Corporate Information

A/R Returned: A/R Ret Code: Orig Pub Date: 07/15/2002
Merger Date: Merger Waiver: Merger Pub:
Amendment: 06/24/2011 Amend Waiver: Amend Pub:
Amendment Type: DOMESTICATION Disclosure:
Extension: Extens Date: Renewed:
Dis/With: Dis/With Date: Special:
Previous Year: 2012 Prev Fiscal: Fiscal: 6
Reinstatement: Revocation:
Reinstatement: Revocation: Date A/R Sent: 08/05/2009
Status: Status Date:
Bankrupt Corp: Bankrupt Off: Expiration:
Comment: DOMESTICATED FROM DELAWARE

True Name:

RECORD(S) SUCCESSFULLY UPDATED. (A066)

Choice Education and Development Corporation
Merger with
Edkey, Inc.

5/18/2012

There have been no payment , benefits or consideration paid for or received by any party relative to this transaction.

The change in Charter Holder status is a merger of Choice Education and Development Corporation with Edkey, Inc.. Choice Education and Development Corporation will be the surviving Corporation and will change its name to Edkey, Inc.

The officers and Directors of Edkey, Inc. and Choice Education and Development Corporation are the same and we have previously provided their fingerprint clearance cards and Notarized Affidavit for Consent to Background and Credit check. Those Directors are:

Doug Pike
Vicki Jo Anderson
Clark Smithson
Ton Crewse
Mary Gifford

AGREEMENT OF ASSIGNMENT AND ASSUMPTION

THIS AGREEMENT OF ASSIGNMENT AND ASSUMPTION (this "*Agreement*") is made this 10th day of April, 2012, by and between Edkey, Inc., an Arizona nonprofit corporation ("*Assignor*") and Choice Education and Development Corporation, an Arizona nonprofit corporation ("*Assignee*").

RECITALS

A. The parties have entered into a Plan of Merger, dated March 12, 2012, whereby they agreed that Assignor shall be merged (the "*Merger*") with and into Assignee effective as of 11:59 p.m. on June 30, 2012 (the "*Effective Time*").

B. Consistent with the Plan of Merger, and consistent with Arizona law regarding mergers, at the Effective Time, Assignor desires to assign to Assignee, and Assignee desires to acquire and assume, all of Assignor's right, title and interest in and to all of Assignor's rights, privileges, powers, franchises, property (real, personal and mixed), assets, restrictions, disabilities, duties and debts, as set forth below.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. As of the Effective Time, Assignor hereby assigns, conveys, transfers, and sets over to Assignee all of Assignor's right, title and interest in and to all of the rights, privileges, powers, franchises, property (real, personal and mixed), assets, restrictions, disabilities, duties and debts of Assignor (the "*Assets*"), and Assignee assumes and agrees to be bound by and assume and perform all of the terms, covenants, conditions, agreements and obligations of Assignor in respect of, under and pursuant to, the Assets.

2. Without limitation, as of the Effective Time, Assignee shall, and hereby agrees to, be bound by and assume and perform all of the terms, covenants, conditions, agreements and obligations of both Assignee and Assignor under and pursuant to the following Loan Agreements and all documents entered into in connection therewith: (a) Loan Agreement by and between The Industrial Development Authority of the County of Pima, as issuer, and Edkey, Inc. as Borrower, dated as of November 1, 2010; and (b) Loan Agreement by and between The Industrial Development Authority of the County of Pima, as issuer, and Choice Education and Development Corporation, as Borrower, dated as of June 1, 2006.

3. Without limitation, as of the Effective Time, Assignee shall, and hereby agrees to, be bound by and assume and perform all of the terms, covenants, conditions, agreements and obligations of both Assignee and Assignor under and pursuant to the following Charters granted by the Arizona State Board of Charter Schools: (a) Sequoia Charter School; (b) Arizona Conservatory for the Arts and Academics; (c) Sequoia Village School; (d) Learning Crossroads

Basic Academy; (e) Sequoia School for the Deaf and Hard of Hearing; (f) Sequoia Ranch Schools; (g) Pathfinder Academy; and (h) Redwood Academy.

4. This Agreement and the provisions of this Agreement are subject to the condition subsequent that Articles of Merger, substantially in the form presented to, and approved by, the Boards of Directors of each of Assignee and Assignor on March 9, 2012, be filed with, and approved by, the Arizona Corporation Commission effective at or prior to the Effective Time.

5. Assignor shall cooperate with Assignee in connection with realizing Assignor's rights and benefits with respect to each and all of the Assets, and Assignor shall do all acts and things, and to make, execute and deliver any and all other documents, instruments, or certificates as shall from time to time be reasonably required by Assignee to evidence, consummate and/or give effect to the terms of this Agreement.

6. This Agreement shall inure to the benefit of and be binding upon the parties hereto, and their respective successors and assigns.

7. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original as against any party whose signature appears thereon, and all of which shall together constitute one and the same instrument. This Agreement shall become binding, when one or more counterparts, individually or taken together, bear the signatures of all parties.

8. This Agreement and all questions relating to its validity, interpretation, performance and enforcement, will be governed by and construed in accordance with the laws of the State of Arizona, notwithstanding any Arizona or other conflict-of-laws rules to the contrary.

IN WITNESS WHEREOF, Assignor and Assignee have each caused this Agreement to be executed as of the date first above written.

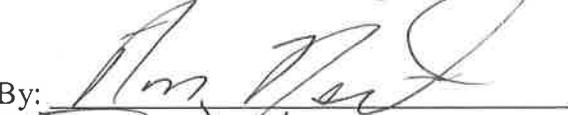
ASSIGNOR:

Edkey, Inc.

By: 
Title: Secretary / TREASURER

ASSIGNEE:

Choice Education and Development Corporation

By: 
Title: President

**PLAN OF MERGER
MERCING EDKEY, INC. WITH AND INTO
CHOICE EDUCATION AND DEVELOPMENT CORPORATION**

This Plan of Merger has been prepared in accordance with Section 10-1110 of the Arizona Nonprofit Corporation Act.

1. Surviving Corporation. Edkey, Inc., an Arizona nonprofit corporation, shall be merged (the "Merger") with and into Choice Education and Development Corporation, an Arizona nonprofit corporation. Choice shall be the corporation surviving the Merger (the "*Surviving Corporation*").
2. Effective Time. The Merger shall be effective as of 11:59 p.m. on June 30, 2012 (the "*Effective Time*").
3. Rights and Obligations. As of the Effective Time, the Surviving Corporation, by operation of the Merger, and with no further action required, shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties and debts of Edkey, Inc. and the Surviving Corporation.

Without limitation, as of the Effective Time, the Surviving Corporation shall, and hereby agrees to, be bound by and assume and perform all of the terms, covenants, conditions, agreements and obligations of both Edkey, Inc., and Choice Education and Development Corporation under and pursuant to the following Loan Agreements and all documents entered into in connection therewith: (a) Loan Agreement by and between The Industrial Development Authority of the County of Pima, as issuer, and Edkey, Inc. as Borrower, dated as of November 1, 2010, and (b) Loan Agreement by and between The Industrial Development Authority of the County of Pima, as issuer, and Choice Education and Development Corporation, as Borrower, dated as of June 1, 2006.

Furthermore, without limitation, as of the Effective Time, the Surviving Corporation shall, and hereby agrees to, be bound by and assume and perform all of the terms, covenants, conditions, agreements and obligations of both Edkey, Inc., and Choice Education and Development Corporation under and pursuant to the following Charters granted by the Arizona State Board of Charter Schools: (a) Sequoia Charter School; (b) Arizona Conservatory for the Arts and Academics; (c) Sequoia Village School; (d) Learning Crossroads Basic Academy; (e) Sequoia School for the Deaf and Hard of Hearing; (f) Sequoia Ranch Schools; (g) Pathfinder Academy; and (h) Redwood Academy.

4. Officers. The officers of the Surviving Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation as of and after the Effective Time, and each of them shall hold office until their respective successors are elected and qualified, or until their earlier resignation or removal.
5. Directors. The directors of the Surviving Corporation immediately prior to the Effective Time shall be the directors of the Surviving Corporation as of and after the Effective Time, and each of them shall hold office until their respective successors are elected and qualified, or until their earlier resignation or removal.
6. Bylaws. The Bylaws of the Surviving Corporation that are in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation as of and after the Effective Time, except the Bylaws shall be amended to the extent necessary to amend the name of the Surviving Corporation to Edkey, Inc.

7. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation that are in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation as of and after the Effective Time, except that Article I of the Articles of Incorporation shall be amended in its entirety to read as follows:

"Article 1: Name. The name of the Corporation is Edkey, Inc."

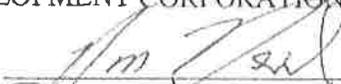
8. Adoption. This Plan of Merger was adopted and approved by the Board of Directors of Edkey, Inc. at a meeting duly called and properly held on March 9, 2012, and by the Board of Directors of the Surviving Corporation at a meeting duly called and properly held on March 9, 2012.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 12 day of March, 2012.

EDKEY, INC.

By: 
Name: Patricia R. Greer
Title: Secretary / TREASURER

CHOICE EDUCATION AND
DEVELOPMENT CORPORATION

By: 
Name: Ron Neil
Title: President



Learning is life's greatest adventure.

May 17, 2010

The purpose of this letter is to state that any records, student or other types from Edkey Inc.- Sequoia Ranch School shall be transferred to and maintained by Choice Education and Development Corporation at their site.

A handwritten signature in black ink, appearing to read "Patric Greer", written over a horizontal line.

Patric Greer
Secretary Treasurer-Edkey Inc.

A handwritten signature in black ink, appearing to read "Ron Neil", written over a horizontal line.

Ron Neil
President/Superintendent
Choice Education and Development Corporation



Learning is life's greatest adventure.

May 17, 2010

The purpose of this letter is to state that any records, student or other types from Edkey Inc.-
Pathfinder Academy shall be transferred to and maintained by Choice Education and
Development Corporation at their site.

A handwritten signature in black ink, appearing to read "P Greer", written over a horizontal line.

Patric Greer
Secretary Treasurer-Edkey Inc.

A handwritten signature in black ink, appearing to read "Ron Neil", written over a horizontal line.

Ron Neil
President/Superintendent
Choice Education and Development Corporation



Learning is life's greatest adventure.

May 17, 2010

The purpose of this letter is to state that any records, student or other types from Edkey Inc.- Sequoia Redwood School shall be transferred to and maintained by Choice Education and Development Corporation at their site.

A handwritten signature in black ink, appearing to read "Patric Greer", written over a horizontal line.

Patric Greer
Secretary Treasurer-Edkey Inc.

A handwritten signature in black ink, appearing to read "Ron Neil", written over a horizontal line.

Ron Neil
President/Superintendent
Choice Education and Development Corporation