ARIZONA CORPORATION COMMISSION

April 23, 2013

MOSIER & NEAL PLC
3001 E CAMELBACK RD #130
PHOENIX, AZ 85016

RE: ESTRELLA EDUCATIONAL FOUNDATION
File Number: 18408791

We are pleased to notify you that the Articles of Incorporation for the above-referenced entity HAVE BEEN APPROVED.

You must publish the Articles of Incorporation 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 is available on the Commission website, www.azcc.gov/Divisions/Corporations.

Publication must be completed WITHIN 60 DAYS after April 23, 2013, 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 will receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 04/19/2014, and on the anniversary of that date each subsequent year. It is your responsibility to file the corporation's Annual Report by the deadline each year. No reminders will be sent. You can visit our website at www.azcc.gov/divisions/corporations to electronically file your annual report. You can also complete the form online, print it out and mail it in, or you can call the Annual Reports section at 602-542-3285.

Corporations must notify the Commission immediately, in writing, if they change their corporate address, statutory agent, or statutory agent address. Address change orders must be signed by a duly authorized corporate officer. A forwarding order placed with the U.S. Postal Service is not sufficient to change your address with the Commission.

We strongly recommend you periodically monitor your corporation'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 in Phoenix, or Toll Free (Arizona residents only) at 1-800-345-5819.

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AZ Corp. Commission
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AZ CORPORATION COMMISSION
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FILE NO. 1840879

ARTICLES OF INCORPORATION
of
ESTRELLA EDUCATIONAL FOUNDATION

The undersigned, for the purpose of forming a nonprofit corporation under Arizona Revised Statutes § 10-3201 *et.seq.*, adopts the following Articles of Incorporation:

ARTICLE 1.
NAME OF THE CORPORATION

The corporation will be named Estrella Educational Foundation.

ARTICLE 2.
KNOWN PLACE OF BUSINESS

The known place of business of the corporation shall be c/o Moshier & Neal, PLC, 3001 East Camelback Road, Suite 130, Phoenix, Arizona 85016. Business may be conducted and offices may be maintained in other places, either within or outside the State of Arizona as deemed advisable by the corporation.

ARTICLE 3.
CORPORATE PURPOSE

Estrella Educational Foundation is organized exclusively for educational purposes, including making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (the "Code"). To this end, the corporation shall provide a private school educational experience to all K-12 students free of charge in the areas of science, technology, engineering and mathematics. The corporation will offer a quality education to students through charter school development, organization, and management.

ARTICLE 4.
INITIAL BUSINESS

Estrella Educational Foundation initially intends to serve the public and charitable organizations, specifically to help adults and children in need including the mentally ill, underprivileged, and people recovering from alcohol and substance abuse problems.

ARTICLE 5.
COMPENSATION AND PROFITS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors 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 these Articles of Incorporation. No members, trustees, officers, or directors shall have any interest in or right or title to any property of the corporation. 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 or in opposition to any candidate for public office.

Furthermore, notwithstanding any other provision of these Articles, the corporation shall not engage in any other activities or exercise any powers that are not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE 6.
NO MEMBERS

The corporation will not have members.

ARTICLE 7.
DISSOLUTION

The corporation may be dissolved at any time consistent with the provisions of Arizona law then in effect. Upon the winding up or dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 8.
BOARD OF DIRECTORS

The management and affairs of the corporation shall be under the direction of a Board of Directors, whose governance and operations shall be defined by statute and the corporation's Bylaws. The initial Board of Directors will consist of three members. The number of persons to serve after the initial Board of Directors will be fixed by the Bylaws. The names and addresses of each person who is to serve as a director until the first annual meeting of the Board of Directors or until their successors are elected and qualified are:

Anthony Calderon
c/o Moshier & Neal, PLC
3001 East Camelback Road, Suite 130
Phoenix, Arizona 85016

David Burrows
c/o Moshier & Neal, PLC
3001 East Camelback Road, Suite 130
Phoenix, Arizona 85016

Anthony Arano
c/o Moshier & Neal, PLC
3001 East Camelback Road, Suite 130
Phoenix, Arizona 85016

ARTICLE 9.
INCORPORATOR

The name and address of the incorporator of the corporation are:

Jaime Rivera
c/o Moshier & Neal, PLC
3001 East Camelback Road, Suite 130
Phoenix, Arizona 85016

Upon these Articles of Incorporation being accepted for filing by the Arizona Corporation Commission, all powers, duties and/or responsibilities of the incorporator shall terminate.

ARTICLE 10.
BYLAWS

Bylaws of the corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or the Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE 11.
PERSONAL LIABILITY

No director of the Corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors be subject to the payment of the debts and obligations of the corporation. No director of this corporation shall be personal liable for his or her acts or omissions as a director. Notwithstanding the foregoing, nothing in this Article shall eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty owed to the

corporation; (b) any acts or omissions not in good faith or that involving intentional misconduct or a knowing violation of law; (c) a violation of Arizona Revised Statutes §§ 10-3830 or 10-3833 as amended; and (d) any transaction from which the director derived an improper personal benefit.

ARTICLE 12.
STATUTORY AGENT

The name and address of the initial statutory agent of the corporation are Moshier & Neal, PLC, 3001 East Camelback Road, Suite 130, Phoenix, Arizona 85016.

The statutory agent is not responsible if it fails to notify the corporation of any service of process or correspondence served upon or received by the statutory agent on behalf of the corporation if the corporation changes its address and fails to notify the statutory agent of the change in writing.

Dated: April 19, 2013.

Jaime Rivera, Incorporator

CONSENT OF STATUTORY AGENT

By signing below, Moshier & Neal, an Arizona professional limited liability company, accepts appointment as statutory agent for the corporation and acknowledges that the appointment is effective until the corporation replaces the statutory agent or the statutory agent resigns, whichever comes first.

Abigail Neal, authorized agent

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

CERTIFICATE OF DISCLOSURE

Read the Instructions C003I

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

   Estrella Educational Foundation

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____
   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. **Check only one of the following to indicate the type of Certificate:**
   - ☒ Initial (accompanies formation or registration documents)
   - ☐ Annual (credit unions and loan companies only)
   - ☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:
Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	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 signing of this certificate?	☐ Yes	☒ No
4.2	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 signing of this certificate?	☐ Yes	☒ No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	☐ Yes	☒ No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:		
5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) 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** (not the one filing this Certificate) on the bankruptcy or receivership **of the other corporation?**	☐ Yes	☒ No
5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Name: Jaime Rivera
Address 1: c/o Moshier & Neal, PLC
Address 2: 3001 E. Camelback Rd., Ste. 130
City: Phoenix State: AZ Zip: 85016
Country: UNITED STATES

SIGNATURE - *see Instructions C003I:*

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

Signature

Printed Name: Jaime Rivera Date: 04/19/2013

REQUIRED -- check only one:

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name:
Address 1:
Address 2:
City: State: Zip:
Country:

SIGNATURE - *see Instructions C003I:*

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

Signature

Printed Name: Date:

REQUIRED -- check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (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.