AZ CORPORATION COMMISSION
FILED

MAY 29 2013

FILE NO. 1849905

AZ Corp. Commission
04245099

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

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Read the Instructions C011i

1. ENTITY NAME – see Instructions C011i for naming requirements – give the exact name of the corporation:

FOCUS EDUCATION SERVICES

2. CHARACTER OF AFFAIRS - briefly describe the character of affairs the corporation initially intends to conduct in Arizona. **NOTE** that the character of affairs that the corporation ultimately conducts is not limited by the description provided.

FOCUS EDUCATION SERVICES WILL PROVIDE TECHNOLOGY DRIVEN EDUCATIONAL SERVICES TO ENHANCE THE LEARNING & TEACHING EXPERIENCE FOR STUDENTS, TEACHERS & STAFF.

3. MEMBERS – check one:

☒ The corporation WILL have members.

☐ The corporation WILL NOT have members.

4. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

4.1 Is the Arizona known place of business address the same as the **street address** of the statutory agent?

☒ Yes – go to number 5 and continue

☐ No – go to number 4.2 and continue

4.2 If you answered "**No**" to number 4.1, give the **physical or street address** (not a P.O. Box) of the known place of business of the corporation in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

5. DIRECTORS - list the **name and business address** of each and every Director of the corporation. If more space is needed, check this box ☐ and complete and attach the Director Attachment form C082.

ROBERT STERLING KELLIS	
Name	Name
465 N. BLUEJAY DR.	
Address 1	Address 1
Address 2 (optional)	Address 2 (optional)
GILBERT / AZ / 85234	
City / State or Province / Zip	City / State or Province / Zip
Country: USA	Country
Name	Name
Address 1	Address 1
Address 2 (optional)	Address 2 (optional)
City / State or Province / Zip	City / State or Province / Zip
Country	Country
Name	Name
Address 1	Address 1
Address 2 (optional)	Address 2 (optional)
City / State or Province / Zip	City / State or Province / Zip
Country	Country

6. STATUTORY AGENT – *see Instructions C011*

6.1 *REQUIRED* – give the **name** (can be an individual or an entity) **and *physical or street address*** (not a P.O. Box) in Arizona of the statutory agent:	**6.2** *OPTIONAL* – mailing address in Arizona of statutory agent (can be a P.O. Box):
ROBERT STERLING KELLIS	
Statutory Agent Name (required)	
465 N. BLUEJAY DR.	
Attention (optional)	Attention (optional)
Address 1	Address 1
Address 2 (optional)	Address 2 (optional)
City: GILBERT / State: AZ / Zip: 85234	City / State / Zip

6.3 *REQUIRED* – the *Statutory Agent Acceptance* form M002 must be submitted along with these Articles of Incorporation.

7. INCORPORATORS - list the **name and address,** and the **signature,** of each and every incorporator - minimum of one is required. If more space is needed, check this box ☐ and complete and attach the Incorporator Attachment form C084.

ROBERT STERLING KELLIS
Name

465 N. BLUEJAY DR
Address 1

Address 2 (optional)

GILBERT | AZ | 85234
City | State | Zip

USA.
Country

SIGNATURE - *see Instructions C011i:*

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

Robert Sterling Kellis
Signature

ROBERT STERLING KELLIS 5/21/13
Printed Name Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ **Corporation as Incorporator** - I am signing as an officer or authorized agent of a corporation and its name is:

☐ **LLC as Incorporator** - I am signing as a member, manager, or authorized agent of a **limited liability company** , and its name is:

Name

Address 1

Address 2 (optional)

City | State | Zip

Country

SIGNATURE - *see Instructions C011i:*

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

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ **Corporation as Incorporator** - I am signing as an officer or authorized agent of a corporation and its name is:

☐ **LLC as Incorporator** - I am signing as a member, manager, or authorized agent of a **limited liability company** , and its name is:

Filing Fee: **$40.00** (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.

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STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME –** give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

   FOCUS EDUCATION SERVICES

2. **A.C.C. FILE NUMBER** (if entity is 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. **STATUTORY AGENT NAME –** give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity):

   ROBERT STERLING KELLIS

   3.1 Check one box: ☑ The statutory agent is an **Individual** (natural person).
   ☐ The statutory agent is an **Entity**.

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

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
Robert Sterling Kellis	ROBERT STERLING KELLIS	5/21/13

REQUIRED – check only one:

☑ **Individual as statutory agent:** I am signing on behalf of myself as the individual	☐ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

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

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CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

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

FOCUS EDUCATION SERVICES

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:

- [x] 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	[x] 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	[x] 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	[x] 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/Judgement 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: ROBERT STERLING KELLIS
Address 1: 465 N. BLUEJAY DR
Address 2:
City: GILBERT State: AZ Zip: 85234
Country: U.S.A.

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: Robert Sterling Kellis
Printed Name: ROBERT STERLING KELLIS Date: 5/21/13

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

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