ARTICLES OF INCORPORATION

OF

THE GRANDE INNOVATION ACADEMY

The undersigned, having associated ourselves together for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of Arizona, do hereby adopt the following original Articles of Incorporation:

I.

Name

The name of the corporation is THE GRANDE INNOVATION ACADEMY ("Corporation").

II.

Incorporator

The name and address of the incorporator is as follows:

Patricia Messer
950 N. Peart Road
Casa Grande, AZ 85122

III.

Purpose and Character of Initial Affairs

This Corporation is organized exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

The character of the affairs which the Corporation initially intends actually to conduct is to operate a charter school.

IV.

Nondiscrimination

The Corporation admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the schools owned or operated by the Corporation. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

V.

Board of Directors

The initial Board of Directors shall consist of five (5) directors. The names and addresses of those persons who shall serve as directors until the first annual election of directors or for such other period as may be specified in the Bylaws are:

Patricia Messer
950 N. Peart Road
Casa Grande, AZ 85122

Roger Messer
312 W. Ridgeview Trail
Casa Grande, AZ 85122

Kristin Boatright
PSC 78 Box 1444
APO AP 96326

Mark Weber
11241 S. Hopi Street
Goodyear, AZ 85338

Leah Bowers
16722 W. Brilles Road
Surprise, AZ 85387

VI.

Members

The Corporation will not have members.

VII.

Limitation on Director Liability

To the fullest extent that the law of the State of Arizona, as it now exists or as it may hereafter be amended, permits the elimination of or limitation on the liability of directors, no director of the Corporation shall be liable for monetary damages for any action taken or for any failure to take any action. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification. For purposes of this Article VI, "director" includes a person who serves on a board or council of the Corporation in an advisory capacity.

VIII.

Exempt Organization

This Corporation is organized not for pecuniary profit and it shall not have the power or authority to issue shares of stock or declare or pay dividends. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 these Articles of Incorporation.

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 distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

IX.

Private Foundation

Notwithstanding any other provision of these articles, if the Corporation becomes a private foundation, as defined in Section 509 of the Internal Revenue Code of 1986, as amended, while it is a private foundation, the Corporation: (a) shall not engage in any act of self-dealing as defined in Section 4941(d); (b) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942; (c) shall not retain any excess business holdings as defined in Section 4943(c); (d) shall not make any investments in such manner as to subject it to tax under Section 4944; and (e) shall not make any taxable expenditures as defined in Section 4945(d).

X.

Distribution of Assets

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court having proper 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.

XI.

Statutory Agent

The name and address of the initial statutory agent of the Corporation is Patricia Messer, 950 N. Peart Road, Casa Grande, AZ 85122.

XII.

Indemnification

The Corporation shall indemnify any person made a party to a proceeding by reason of the fact he or she is or was an officer or director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity. The

Corporation shall pay for or reimburse the expenses incurred by any such director or officer who is made a party to such a proceeding in advance of final disposition of the proceeding. Such indemnification and advancement of expenses shall be mandatory in all circumstances in which indemnification or advancement of expenses, as the case may be, is permitted by law; provided, however, that except with respect to proceedings to enforce rights to such indemnification and advancement of expenses, the Corporation will indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and advancement of expenses to employees and agents of the Corporation, as permitted by law. The Corporation shall provide for indemnification in accordance with this Article XI and Section 10-3850 et seq. of the Arizona Revised Statutes and to the fullest extent that Arizona law permits.

IN WITNESS WHEREOF, I hereunto affix my signature this 2 day of April, 2015.

Patricia Messer, Incorporator

Arizona Corporation Commission
Post Office Box 6019
Phoenix, Arizona 85005

Re: THE GRANDE INNOVATION ACADEMY

The undersigned, having been designated to serve as Statutory Agent for the above corporation, hereby consents to serve in such capacity until resignation or removal is submitted in accordance with the Arizona Revised Statutes.

Patricia Messer
950 N. Peart Road
Casa Grande, AZ 85122

Dated: 4/2/15

State of Arizona
County of Pinal
On the 2 day of April, 2015
Before me the undersigned Notary Public personally
Appeared Patricia Messer
who executed the foregoing instrument and
acknowledged the same.

Notary Public
My Commission Expires June 21, 2016

JENNIFIER VELAZQUEZ
NOTARY PUBLIC - ARIZONA
Pinal County
My Commission Expires
June 21, 2016