ARIZONA CORPORATION COMMISSION

May 1, 2013

BARBARA WHITE
HALLMAN & AFFILIATES P.C.
2011 N CAMPO ALEGRE RD #100
TEMPE, AZ 85281

RE: GRANDVIEW ASSOCIATES, INC.
File Number: 18308356

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 May 1, 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 04/30/2014, 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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REV. 01/2009

Mar. 6. 2013 4:25PM

AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

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FILE NO. 18308356

ARTICLES OF INCORPORATION
OF
GRANDVIEW ASSOCIATES, INC.
AN ARIZONA NONPROFIT CORPORATION

AZ CORPORATION COMMISSION
FILED

APR 30 2013

FILE NO. 18308356

1. Name. The name of the Corporation is Grandview Associates, Inc..

2. Duration. The duration of the Corporation shall be perpetual.

3. No Members. The Corporation shall not have members as that term is defined in section 10-3140 of the Arizona Revised Statutes.

4. Purpose. The Corporation is organized and shall be operated, as a nonprofit corporation under the laws of the State of Arizona, exclusively for charitable, and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law (the "Code"). The Corporation may conduct any or all lawful affairs for which an Arizona nonprofit corporation may be incorporated except for activities not permitted to be carried on (a) by a corporation described in section 501(c)(3) of the Code or (b) by a corporation, the contributions to which are deductible under section 170(c)(2) of the Code.

5. Initial Business. The Corporation shall operate a tuition-free public charter school.

6. Statutory Agent and Business Address. The name and address of the statutory agent is Edward W. Denny, 9703 East Grandview, Mesa, Arizona 85207. The Corporation's business address is 9703 East Grandview, Mesa, Arizona 85207.

7. Incorporators: The name and address of each incorporator of the Corporation is:

Edward W. Denny
9703 East Grandview
Mesa, AZ 85207

Yuliya Yatsyshina
9703 East Grandview
Mesa, AZ 85207

All powers, duties and responsibilities of each incorporator shall cease at the time of filing of these Articles of Incorporation with the Arizona Corporation Commission.

8. Board of Directors. The initial Board of Directors shall be comprised of two (2) directors. The following individuals, identified below, will serve as the initial directors until the first annual meeting of the directors or until their successors are elected and qualified:

Edward W. Denny
9703 East Grandview
Mesa, AZ 85207

Yuliya Yatsyshina
9703 East Grandview
Mesa, AZ 85207

9. Limitations. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, within the meaning of section 501(c)(3) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as is otherwise provided in section 501(h) of the Code, and the Corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office, all within the meaning of section 501(c)(3) of the Code.

10. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, either dispose of all its assets exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Code, or distribute the assets to such organizations as shall then qualify as exempt organizations under section 501(c)(3) of the Code. Any such assets not disposed of by the directors shall be disposed of by a court of competent jurisdiction of the county in which the principal place of the Corporation is then located exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Code or to organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

11. Liability of Directors and Officers. To the full extent now or in the future permitted by law, any and all personal liability of a current or former director, officer, employee, or agent to the Corporation for damages, monetary or otherwise, for breach of any duty as a director, officer, employee or agent, including without limitation, fiduciary duty, is eliminated. The private property of the Corporation's directors, officers, employees and agents shall be exempt from all corporate debts.

12. Private Foundation. If, and for as long as, the Corporation is a private foundation, as defined in section 509(a) of the Code:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax under section 4942 of the Code;

(b) The Corporation shall not engage in any action of self-dealing, as defined in section 4941(d) of the Code;

(c) The Corporation shall not retain any excess business holdings, as defined in section 4943(c) of the Code;

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and

(e) The Corporation shall not make any taxable expenditures, as defined in section 4945(d) of the Code.

IN WITNESS WHEREOF, for the purpose of setting forth the Articles of Incorporation of the Corporation under Arizona law, the undersigned Incorporators and members of the Board of Directors have executed these Articles of Incorporation as of March 6, 2013.

Edward W. Denny

Yuliya Yatsyshina

Arizona Corporation Commission
Incorporating Division
1200 West Washington
Phoenix, Arizona 85007

GRANDVIEW ASSOCIATES, INC.

Ladies and Gentlemen:

Edward W. Denny, having been designated to act as Statutory Agent, hereby consents to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Edward W. Denny

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:

   Grandview Associates, Inc.

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/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.

Edward Denny
Name
9307 E Grandview St
Address 1
Address 2
Mesa | AZ | 85207
City | State | Zip
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
Edward W. Denny 3/6/13
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.

Yuliya Yatsyshina
Name
9307 E Grandview St
Address 1
Address 2
Mesa | AZ | 85207
City | State | Zip
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
Yuliya Yatsyshina 3/6/13
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.