ARTICLES OF INCORPORATION

OF

GREENHOUSE MONTESSORI SCHOOL, INC.

ARTICLE I – NAME

The name of the Corporation is Greenhouse Montessori School, Inc.

ARTICLE II – PURPOSE

General Purpose. This Corporation is formed to conduct any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as such laws may be amended from time to time.

Specific Purpose. The specific purpose for which the Corporation is formed is to establish, market and operate private or public charter schools, and all acts incidental thereto.

Tax Exempt Status. The Corporation is organized for charitable, educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"), including distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code and initially and specifically for the purpose of establishing, marketing and operating public or private schools and related activities. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities that are not permitted for a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or for a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any corresponding provisions of future federal tax code. No substantial part of the corporation's activities shall be to carry on propaganda or attempt to influence legislation, nor shall the Corporation participate in any political campaign for any candidate for public office, including the publishing or distribution of statements. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 this Article II.

ARTICLE III – BOARD OF DIRECTORS

The Board of Directors shall be responsible for the governance and operation of the Corporation. The Board of Directors of the Corporation shall consist of that number of Directors provided, from time to time, by the Corporation's Bylaws. The name and address of the initial Director, until the first annual meeting of the Board of Directors or until her successor is elected and qualified is: Jennifer Papp, 2561 South Warren, Mesa, Arizona 85209.

ARTICLE IV – STATUTORY AGENT

The name and address of the statutory agent of the Corporation are: Warren & Banker, PLC, 4300 North Miller Road, Suite 141, Scottsdale, Arizona 85251.

ARTICLE V – PRINCIPAL OFFICE

The address of the principal office of the Corporation is 505 South Gilbert Road, Gilbert, Arizona 85296.

ARTICLE VI – INCORPORATOR

The name and address of the incorporator are: Jennifer Papp, 2561 South Warren, Mesa, Arizona 85209. All powers, duties and responsibilities of the incorporator shall cease at the time of proper delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE VII – MEMBERS

The Corporation shall not have members.

ARTICLE VIII – CORPORATE EXISTENCE

The corporation shall exist perpetually unless dissolved according to applicable law. 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 of its assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provisions of any future federal tax code), or to a state or local government for a public purpose, 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 purposes or to such organization or organizations, as such court shall determine, as permitted by applicable law.

ARTICLE IX – PRIVATE PROPERTY

The private property of the Directors, committee members and officers of the Corporation shall be forever exempt from the debts, obligations and liabilities of the Corporation.

ARTICLE X – INDEMNIFICATION

To the maximum extent permitted by applicable law, the Corporation shall indemnify any Director or officer made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as Director or officer of the corporation, or as Director, officer, employee or agent of any

other entity which he or she served at the request of the Corporation) against judgments, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action suit or proceeding or any appeal therein (but not for taxes, penalties or fines), if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings without reasonable ground for belief that such action was unlawful. The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Corporation and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for the belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings.

ARTICLE XI – DIRECTOR LIABILITY

A Director or committee member of the Corporation shall not be personally liable to the Corporation for breach of his or her fiduciary duty as a Director or committee member, nor for any action taken or failure to take any action in his or her corporate capacity. This Article shall eliminate the liability of Directors and committee members to the maximum extent permitted by Arizona law then in effect, but shall not eliminate or limit the liability of a Director or committee member for the acts or omissions specified in Arizona Revised Statutes Section 10-3202.B.1. Any repeal or modification of this Article shall not increase the liability of a Director or committee member of the Corporation arising out of acts or omissions occurring before the repeal or modification becomes effective.

ARTICLE XII – DISCRIMINATION

In rendering its functions and in exercising its purposes, the Corporation shall not practice nor permit discrimination on the basis of gender, race, color, religion or national origin.

ARTICLE XIII – AMENDMENT

These Articles of Incorporation may be amended by the Board of Directors of the Corporation as provided by the Corporation's Bylaws, provided that any amendment shall not cause a determination that the Corporation is not an organization qualifying under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

EXECUTED this 22nd day of July 2009.

Jennifer Papp, Incorporator

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned acknowledges and accepts appointment as statutory agent for GREENHOUSE MONTESSORI SCHOOL, INC. this 22nd day of July 2009.

WARREN & BANKER, PLC, an Arizona
professional limited liability company

By: _____
Terry D. Warren, its Member

NONPROFIT
CERTIFICATE OF DISCLOSURE
Pursuant to A.R.S. § 10-3202 (D)

Greenhouse Montessori School, Inc.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been 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. Been 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. Been or are 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 and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity 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 corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
   (a) Was incorporated.
   (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy or receivership, including the date, court or agency and the file or case number.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of 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 Jenny O Papp DATE 7.28.09 BY _____ DATE _____
TITLE director. TITLE _____

BY _____ DATE _____ BY _____ DATE _____
TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.
FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.