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ARIZONA CORPORATION COMMISSION

ERNEST G. JOHNSON
Executive Director

JEFF GRANT
Director
Corporations Division

June 15, 2010

CELESTINO FERNANDEZ
2851 N COUNTRY CLUB RD
TUCSON, AZ 85716

RE: INSTITUTE FOR TRANSFORMATIVE EDUCATION
File Number: 16080280

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 in each county is enclosed and is also available on the Commission website. Publication must be completed WITHIN 60 DAYS after June 15, 2010, 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 do not need to file the Affidavit of Publication you will receive from the newspaper.

Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 06/10/2011, 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. 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.

Sincerely,
Susan Hunt
Examiner, Corporations Division

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ARTICLES OF INCORPORATION
OF THE
INSTITUTE FOR TRANSFORMATIVE EDUCATION

1. **Name.** The name of this nonprofit corporation is the INSTITUTE FOR TRANSFORMATIVE EDUCATION.

2. **Purpose.** This Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. **Use of Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 its purposes. 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4. **Initial Activity.** Consistently with its stated purposes, the corporation initially intends to promote education and social welfare by forming and maintaining a charter high school to benefit, improve, and educate the youth of America.

5. **Statutory Agent.** The name and address of the initial statutory agent of the corporation is Celestino Fernandez, PhD, 2851 North Country Club Road, Tucson, Arizona 85716.

6. **Nonmembership Corporation.** The corporation shall have no members.

7. **Board of Directors.** The initial board shall consist of two (2) directors. The initial directors and their addresses are:

Celestino Fernandez, PhD
9397 East Sanctuary Place
Tucson, Arizona 85749

Rosie Garcia
3557 North Tin Star Place
Tucson, Arizona 85745

Hereafter, the number to serve on, and the time and manner of elections to, the board of directors shall be fixed by the Bylaws.

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8. **Officers**. The officers, who serve at the pleasure of the board of directors, are:

Celestino Fernandez, PhD	President
Rosie Garcia	Secretary-Treasurer

9. **Incorporators**. The names and addresses of the incorporators are:

Celestino Fernandez, PhD
9397 East Sanctuary Place
Tucson, Arizona 85749

Rosie Garcia
3557 North Tin Star Place
Tucson, Arizona 85745

10. **Devolution of Assets on Dissolution**. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 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 said Court shall determine, which are organized and operated exclusively for such purposes.

11. **Indemnification**. The corporation shall indemnify each person identified in Section 10-3850, 2, 5, and 7, Definitions, Arizona Revised Statutes, to the fullest extent permissible under those subsections or the indemnification provisions of any successor or amended statute or as provided in the Bylaws of the corporation or by agreement.

12. **Director Liability**. A director of this corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director. This article shall not eliminate or limit the liability of a director for any conduct described in clauses (a) through (d) of Section 10-3202.B.1, Arizona Revised Statutes. If the Arizona Corporation Law is amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Arizona Corporation Law as so amended. Any repeal or modification of this article shall not increase the liability of a director of the corporation arising out of acts or omissions occurring before the repeal or modification becomes effective.

13. **Private Foundation**. Notwithstanding other provisions, if this 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) thereof;

(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 thereof;

(c) shall not retain any excess business holdings as defined in Section 4943(c) thereof;

(d) shall not make any investment in such manner as to subject it to tax under Section 4944 thereof;

(e) shall not make any taxable expenditures as defined in Section 4945(d) thereof.

14. **Discrimination Not Permitted.** In rendering its functions and in exercising its purposes, the corporation shall not practice or permit discrimination on the basis of sex, gender identity, sexual orientation, age, race, ethnicity, national origin, citizenship, religious belief, creed, marital/familial status, veteran status, or physical handicap or disability.

EXECUTED this 9th day of June, 2010.

Celestino Fernandez, PhD

Rosie Garcia

ACCEPTANCE OF APPOINTMENT
BY STATUTORY AGENT

The undersigned acknowledges and accepts appointment as statutory agent of INSTITUTE FOR TRANSFORMATIVE EDUCATION effective this 9th day of June, 2010.

Celestino Fernandez, PhD
2851 North Country Club Road,
Tucson, Arizona 85716

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CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

Institute For Transformative Education
EXACT CORPORATE NAME

A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

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 execution of this Certificate?
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 execution of this Certificate?
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 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, prior name(s) and aliases, if 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, including the date and location, the court and public agency involved and file or cause number of case.

C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) 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 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 other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
   (a) was incorporated.
   (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(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 [signature] BY [signature]

PRINT NAME Celestino Fernandez, PhD PRINT NAME Rosie Garcia

TITLE Incorporator DATE 6-9-10 TITLE Incorporator DATE 6-9-10

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.