

Arizona State Board for Charter Schools

Arizona State Board of Education

1700 W. Washington St., Room 164, Phoenix, AZ 85007

(602) 364-3080 Fax (602) 364-3089

www.asbcs.az.gov

RECEIVED

NOV 10 2010

CHARTER HOLDER STATUS AMENDMENT REQUEST

(Charter Holder Name) Imagine Middle at Camelback, LLC (CTDS) 078531000

(Charter Holder Mailing Address) 18052 N. Black Canyon Highway

(City, State) Phoenix, AZ (Zip) 85053

(Charter Representative's Name) Dr. Nancy G. Hall

(Phone Number) 602-547-7961 (Fax Number) 602-547-7922

Failure to submit all required documentation will result in the Amendment Request being returned without being processed. Faxed copies will not be accepted. Please send originals.

Check appropriate box(s)

- Change in legal status of the Charter Holder
Change in entity name of the Charter Holder
Change in ownership of the Charter Holder (for-profits only)
Other (please explain)

Included are the following:

- Board minutes approving the change (If the body is subject to Open Meeting Law, minutes must comply with ARS §38-431.01)
Copy of amendment to Articles of Incorporation filed with the Arizona Corporation Commission
Provide information regarding any payment, benefit or consideration received or to be received by any party in the transition.
Additional materials may be requested as required by the type of request

The Arizona State Board for Charter Schools and Imagine Middle at Camelback, LLC (Charter Holder), herein agree to amend the terms of the charter contract as follows:

FROM: owner: Imagine Middle at Camelback, LLC
TO: owner: Imagine Camelback Middle, Inc. (AZ not for profit)

In witness whereof, Charter Holder has signed this contract amendment as of this 9th day of Nov, 2010, and the State Board for Charter Schools has signed this contract amendment as of this ___ day of ___, 20___, to take effect at such time as it is signed by both parties.

Nancy G Hall
Charter Representative Signature

Representative Signature for the Arizona State Board for Charter Schools

Checklist for a change of the Charter Holder



November 4, 2010

Re: Payment/Benefit/Consideration Information

In connection with the transfer of the charter from Imagine Middle at Camelback, LLC to Imagine Camelback Middle, Inc., Imagine Camelback Middle, Inc. is accepting a transfer of all the assets, liabilities and obligations of Imagine Middle at Camelback, LLC. There is no compensation being given by one party or the other in exchange for the transfer of the charter.

The transfer of the charter contract will allow the school to apply for federal and title funds, which will in turn benefit our students.

Dr. Nancy G. Hall
Executive Vice President

REGIONAL OFFICE

A Member of the Imagine Schools Family
18052 N. Black Canyon Hwy. Phoenix, AZ 85053
602•547•7960 Fax 602•547•7922 www.imagineschools.com



November 4, 2010

Re: Transfer of Charter
Imagine Middle at Camelback, LLC to Imagine Camelback Middle, Inc.

We, the governing board of Imagine Middle at Camelback, LLC, authorize the assignment of the charter contract to Imagine Camelback Middle, Inc.

Board Chair: *B. Lema Joubert*

We, the governing board of Imagine Camelback Middle, Inc., accept the assignment of the charter contract from Imagine Middle at Camelback, LLC

Board Chair: *B. Lema Joubert*

REGIONAL OFFICE

A Member of the Imagine Schools Family
18052 N. Black Canyon Hwy. Phoenix, AZ 85053
602•547•7960 Fax 602•547•7922 www.imagineschools.com

**MINUTES OF THE NOVEMBER 4, 2010 JOINT PUBLIC MEETING
OF THE BOARDS OF DIRECTORS OF
IMAGINE MIDDLE AT CAMELBACK, LLC
IMAGINE MIDDLE AT DESERT WEST, LLC
IMAGINE ELEMENTARY AT AVONDALE, LLC
IMAGINE MIDDLE AT AVONDALE, LLC
IMAGINE ELEMENTARY AT COOLIDGE, LLC
IMAGINE MIDDLE AT COOLIDGE, LLC**

Pursuant to notice of meeting, the meetings of the Boards of Directors of Imagine Middle at Camelback, LLC, Imagine Middle at Desert West, LLC, Imagine Elementary at Avondale, LLC, Imagine Middle at Avondale, LLC, Imagine Elementary at Coolidge, LLC, and Imagine Middle at Coolidge, LLC (collectively the "Schools"), was held at the Imagine Schools Group Office, 18052 North Black Canyon Highway, Phoenix, Arizona 85053, at approximately 8:00 a.m. MST, on the 4th day of November, 2010.

The following directors of the Schools were present:

Dr. Leonora Farrah (telephonically)
Carrie Muehlhausen
Kristen Garretson

The following directors of the Schools were not present:

Monte Lange

The following were also present in person or by telephone:

Veronica Cramer, Executive Project Coordinator (in person)
Dr. Nancy Hall, Executive Vice President, Imagine (telephonically)
Linda Kiefner, Regional Director (telephonically)
Kirk Howell, Esq., Greenberg Traurig, LLP (telephonically)

Dr. Farrah acted as Chairman of the meeting. Veronica Cramer tape recorded the meeting and Kirk Howell recorded the minutes.

The Chairman stated that the first order of business would be the election of a president of each of the Schools. Kirk Howell stated that electing a president of the limited liability

companies was not necessary. The election of a president of each corporation will be necessary in the 8:20 meeting related to the corporations. Dr. Farrah tabled the agenda item and moved to the next item on the agenda.

The Chairman stated that the next order of business would be a report, review and possible action regarding the authorization of the assignment of the charter contract from Imagine Middle at Camelback, LLC to Imagine Camelback Middle, Inc. Kristen Garretson motioned to approve the acceptance of the assignment of the charter contract. Carrie Muehlhausen seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Middle at Camelback, LLC to Imagine Camelback Middle, Inc.

The Chairman stated that the next order of business would be a report, review and possible action regarding the authorization of the assignment of the charter contract from Imagine Middle at Desert West, LLC to Imagine Desert West Middle, Inc. Kristen Garretson motioned to approve the acceptance of the assignment of the charter contract. Carrie Muehlhausen seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Middle at Desert West, LLC to Imagine Desert West Middle, Inc.

The Chairman stated that the next order of business would be a report, review and possible action regarding the authorization of the assignment of the charter contract from Imagine Elementary at Avondale, LLC to Imagine Avondale Elementary, Inc. Kristen Garretson motioned to approve the acceptance of the assignment of the charter contract. Carrie Muehlhausen seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Elementary at Avondale, LLC to Imagine Avondale Elementary, Inc.

The Chairman stated that the next order of business would be a report, review and possible action regarding the authorization of the assignment of the charter contract from Imagine Middle at Avondale, LLC to Imagine Avondale Middle, Inc. Kristen Garretson motioned to approve the acceptance of the assignment of the charter contract. Carrie Muehlhausen seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Middle at Avondale, LLC to Imagine Avondale Middle, Inc.

The Chairman stated that the next order of business would be a report, review and possible action regarding the authorization of the assignment of the charter contract from Imagine Elementary at Coolidge, LLC to Imagine Coolidge Elementary, Inc. Kristen Garretson motioned to approve the acceptance of the assignment of the charter contract. Carrie Muehlhausen seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Elementary at Coolidge, LLC to Imagine Coolidge Elementary, Inc.

The Chairman stated that the next order of business would be a report, review and possible action regarding the authorization of the assignment of the charter contract from Imagine Middle at Coolidge, LLC to Imagine Prep Coolidge, Inc. Kristen Garretson motioned to approve the acceptance of the assignment of the charter contract. Carrie Muehlhausen seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Middle at Coolidge, LLC to Imagine Prep Coolidge, Inc.

The Chairman stated that the next order of business would be to a report, review and possible action regarding the transfer agreement.

Veronica Cramer explained that purpose of the transfer agreement is to transfer all financial records, student records and obligations from the limited liability companies that currently hold the charters to the corporations that are to receive the charters as a part of the charter transfer process.

Carrie Muehlhausen motioned to approve the execution by each School of the transfer agreement. Kristen Garretson seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that each of Imagine Middle at Desert West, LLC, Imagine Middle at Camelback, LLC, Imagine Elementary at Coolidge, LLC, Imagine Middle at Coolidge, LLC, Imagine Elementary at Avondale, LLC and Imagine Middle at Avondale, LLC do hereby agree to execute the transfer agreement.

The Chairman then called to the public for issues and there were none.

Dr. Farrah advised that the date of the next meeting would be December 6, 2010.

There being no further business to come before the meeting, upon motion of Carrie Muehlhausen duly made and seconded by Kristen Garretson, the meeting was adjourned at 8:08 a.m.

Kristen Garretson, Secretary

**MINUTES OF THE NOVEMBER 4, 2010 JOINT PUBLIC MEETING
OF THE BOARDS OF DIRECTORS OF
IMAGINE CAMELBACK MIDDLE, INC
IMAGINE DESERT WEST MIDDLE, INC
IMAGINE AVONDALE ELEMENTARY, INC
IMAGINE AVONDALE MIDDLE, INC
IMAGINE COOLIDGE ELEMENTARY, INC
IMAGINE PREP COOLIDGE, INC**

Pursuant to notice of meeting, the meetings of the Boards of Directors of Imagine Camelback Middle, Inc., Imagine Desert West Middle, Inc., Imagine Avondale Elementary, Inc., Imagine Avondale Middle, Inc., Imagine Coolidge Elementary, Inc., and Imagine Prep Coolidge, Inc. (collectively the "Schools") was held at the Imagine Schools Group Office, 18052 North Black Canyon Highway, Phoenix, Arizona 85053, at approximately 8:20 a.m. MST, on the 4th day of November, 2010.

The following directors of the Corporation were present:

Dr. Leonora Farrah (telephonically)
Kristen Garretson, Secretary (telephonically)
Carrie Muehlhausen (telephonically)

The following directors of the Corporation were not present:

Monte Lange

The following were also present in person or by telephone:

Joshua Jordan, Principal, Imagine Avondale (telephonically)
Bill Heintz, Assistant Principal, Imagine Desert West (telephonically)
Linda Kiefner, Regional Director (telephonically)
Dr. Nancy Hall, Executive Vice President, Imagine (in person)
Veronica Cramer, Executive Project Coordinator (in person)
Kirk Howell, Esq., Greenberg Traurig, LLP (telephonically)

Dr. Farrah acted as Chairman of the meeting. Veronica Cramer tape recorded the meeting and Kirk Howell recorded the minutes.

The Chairman stated that the first order of business would be the election of a president for each of Imagine Camelback Middle, Inc., Imagine Desert West Middle, Inc., Imagine Avondale Elementary, Inc., Imagine Avondale Middle, Inc., Imagine Coolidge Elementary, Inc., and Imagine Prep Coolidge, Inc.

Carrie Muehlhausen Nominated Dr. Farrah. The nomination was seconded by Kristen. By unanimous vote, the Boards of each School elected Dr. Farrah as president of the School to serve pursuant to the terms of the by-laws.

The Chairman stated that the next order of business would be a report, review and possible action regarding the acceptance of the assignment of the charter contract from Imagine Middle at Camelback, LLC to Imagine Camelback Middle, Inc. Kristen Garretson motioned to approve the acceptance of the assignment of the charter contract. Carrie Muehlhausen seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Middle at Camelback, LLC to Imagine Camelback Middle, Inc. and Imagine Camelback Middle, Inc. shall accept such assignment.

The Chairman stated that the next order of business would be a report, review and possible action regarding the acceptance of the assignment of the charter contract from Imagine Middle at Desert West, LLC to Imagine Desert West Middle, Inc. (IPST). Kristen Garretson motioned to approve the acceptance of the assignment of the charter contract. Carrie Muehlhausen seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Middle at Desert West, LLC to Imagine Desert West Middle, Inc. and Imagine Desert West Middle, Inc. shall accept such assignment.

The Chairman stated that the next order of business would be a report, review and possible action regarding the acceptance of the assignment of the charter contract from Imagine Elementary at Avondale, LLC to Imagine Avondale Elementary, Inc. Carrie Muehlhausen motioned to approve the acceptance of the assignment of the charter contract. Kristen Garretson seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Elementary at Avondale, LLC to Imagine Avondale Elementary, Inc. and Imagine Avondale Elementary, Inc. shall accept such assignment.

The Chairman stated that the next order of business would be a report, review and possible action regarding the acceptance of the assignment of the charter contract from Imagine Middle at Avondale, LLC to Imagine Avondale Middle, Inc. Kristen Garretson motioned to approve the acceptance of the assignment of the charter contract. Carrie Muehlhausen seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Middle at Avondale, LLC to Imagine Avondale Middle, Inc. and Imagine Avondale Middle, Inc. shall accept such assignment.

The Chairman stated that the next order of business would be a report, review and possible action regarding the acceptance of the assignment of the charter contract from Imagine Elementary at Coolidge, LLC to Imagine Coolidge Elementary, Inc. Carrie Muehlhausen motioned to approve the acceptance of the assignment of the charter contract. Kristen Garretson seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Elementary at Coolidge, LLC to Imagine Coolidge Elementary, Inc. and Imagine Coolidge Elementary, Inc. shall accept such assignment.

The Chairman stated that the next order of business would be a report, review and possible action regarding the acceptance of the assignment of the charter contract from Imagine Middle At Coolidge, LLC to Imagine Prep Coolidge, Inc. Carrie Muehlhausen motioned to approve the acceptance of the assignment of the charter contract. Kristen Garretson seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Middle at Coolidge, LLC to Imagine Prep Coolidge, Inc. and Imagine Prep Coolidge, Inc. shall accept such assignment.

The Chairman stated that the next order of business would be to a report, review and possible action regarding transfer agreement.

Veronica Cramer explained that purpose of the transfer agreement is to transfer all financial records, student records and obligations from the limited liability companies that currently hold the charters to the corporations that are to receive the charters as a part of the charter transfer process.

Carrie Muehlhausen motioned to approve the signing of the transfer agreement. Kristen Garretson seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that each of Imagine Camelback Middle, Inc, Imagine Desert West Middle, Inc., Imagine Avondale Elementary, Inc., Imagine Avondale Middle, Inc., Imagine Coolidge Elementary, Inc. and Imagine Prep Coolidge, Inc. do hereby agree to enter into the transfer agreement with each respective entity.

The Chairman then called to the public for issues and there were none.

Dr. Farrah advised that the date of the next meeting would be December 6, 2010.

There being no further business to come before the meeting, upon motion of Carrie Muehlhausen duly made and seconded by Kristen Garretson, the meeting was adjourned at 8:28 a.m.

Kristen Garretson, Secretary