

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.asbes.az.gov



CHARTER HOLDER STATUS AMENDMENT REQUEST

(Charter Holder Name) Imagine Preparatory High School at Apache Junction, LLC (CTDS)
078537000

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

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

(Charter Representative's Name) Nancy G. Hall

(Phone Number) 602-547-7960 (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
- Other (please explain)

Included are the following:

- Board minutes approving the change (minutes must comply with Open Meeting Law ARS §38-431.01)
- Copy of amendment to Articles of Incorporation filed with the Arizona Corporation Commission
- * Additional materials may be requested as required by the type of request

The Arizona State Board for Charter Schools and Imagine Preparatory High School at Apache Junction, LLC (Charter Holder), herein agree to amend the terms of the charter contract as follows:

FROM: Imagine Preparatory High School at Apache Junction, LLC

TO: Imagine Preparatory at Superstition, LLC

In witness whereof, Charter Holder has signed this contract amendment as of this 21st day of September, 2009, and the State Board for Charter Schools has signed this contract amendment as of this ____ day of _____, 200__, to take effect at such time as it is signed by both parties.



Charter Representative Signature

Representative Signature for the Arizona State Board for Charter Schools

**MINUTES OF THE APRIL 20, 2009 JOINT MEETINGS
OF THE BOARDS OF DIRECTORS OF
IMAGINE PREPARATORY HIGH SCHOOL AT APACHE JUNCTION, LLC
IMAGINE PREPARATORY HIGH SCHOOL AT SURPRISE, LLC
IMAGINE MIDDLE AT GOLDEN VALEY, LLC**

Pursuant to notice of meeting, a joint meeting of the Boards of Directors (the "Board") of Imagine Preparatory High School at Apache Junction, LLC ("IPAJ"), Imagine Preparatory High School at Surprise, LLC ("IPSU"), and Imagine Middle at Golden Valley, LLC ("GVMS") (collectively the "Schools"), was held at the Imagine Schools Southwest Group Office located at 18052 North Black Canyon Highway, Phoenix, Arizona 85053 at approximately 10:00 a.m. MST, on the 20th day of April, 2009.

The following directors of the School were present in person or by telephone:

- Leonora Farrah (telephonically)
- Denise Kenney (in person)
- Nancy Hall (in person)
- Veronica Cramer (in person)
- Linda Kiefner (in person)
- Monte Lange (telephonically)
- Aaron Kindel (in person)

The following others were present in person or by telephone:

- Bridget Carrington, Principal, Apache Junction (telephonically)
- MaryAnn Stackhouse, Business Admin, Apache Junction (telephonically)
- Sheri Kisselbach, Principal, Surprise (telephonically)
- Monica Morales, Business Administrator, Surprise (telephonically)
- Mary Bonsall, Group Finance Director (in person)
- Thomas Jankowski, Esq., Greenberg Traurig, LLP (telephonically)
- Cheri Laudenslager, Paralegal, Greenberg Traurig, LLP (telephonically)

Dr. Leonora Farrah called the meeting to order and took roll of the governing Board members. Dr. Leonora Farrah served as Chairman for the meeting, Dr. Hall tape recorded the meeting and Ms. Laudenslager recorded minutes.

The first item of business was the review and approval of the minutes for the joint meeting of the IPAJ and IPSU Boards of Directors held on February 23, 2009 and the

organizational meeting for GVMS, held on February 23, 2009. There being no further discussion, upon motion of Denise Kenney duly made and seconded by Linda Kiefner, the following resolution was unanimously adopted:

RESOLVED, that the minutes of the joint meeting of the Boards of Directors for IPAJ and IPSU on February 23, 2009 and minutes from the GVMS organizational meeting held on February 23, 2009, be and hereby are, accepted and approved by the Board.

The next item of business was the report, review and possible action regarding the proposed name changes for IPAJ and GVMS. Monte Lange reported the proposals to change the legal entity name of Imagine Preparatory High School at Apache Junction, LLC to Imagine Preparatory at Superstition, LLC and to change the legal entity name of Imagine Middle at Golden Valley, LLC to Imagine Middle at Superstition, LLC. There being no further discussion, upon motion of Veronica Cramer, duly made and seconded by Denise Kenney, the following resolution was unanimously adopted:

RESOLVED, that the legal entity name of Imagine Preparatory High School at Apache Junction, LLC be changed to Imagine Preparatory at Superstition, LLC be, and hereby is, accepted and approved by the Board.*

RESOLVED, that the legal entity name of Imagine Middle at Golden Valley, LLC be changed to Imagine Middle at Superstition, LLC be, and hereby is, accepted and approved by the Board.*

The next item of business was the report, review and possible action regarding the change of school names for IPAJ and GVMS. Monte Lange reported the proposal that IPAJ be renamed “Imagine Preparatory at Superstition” and that GVMS be renamed “Imagine Middle at Superstition.” There being no further discussion, upon motion of Nancy Hall, duly made and seconded by Monte Lange, the following resolution was unanimously adopted:

* For clarity's sake, further references to the entity names in these minutes will be to the original names.

RESOLVED, that the School name of Imagine Preparatory at Apache Junction be changed to Imagine Preparatory at Superstition be, and hereby is, accepted and approved by the Board.[†]

RESOLVED, that the School name of Imagine Middle at Golden Valley be changed to Imagine Middle at Superstition be, and hereby is, accepted and approved by the Board.[†]

The next item of business was the report, review and possible action regarding revised 2008-2009 annual budget (IPAJ). MaryAnn Stackhouse reported that IPAJ's revised budget reflects the actual revenue to date and is a balanced budget. There being no further discussion, upon motion of Nancy Hall, duly made and seconded by Linda Kiefner, the following resolution was unanimously adopted:

RESOLVED, that the revised 2008-2009 annual budget for IPAJ, be, and hereby is, accepted and approved by the Board.

The next item of business was the report, review and possible action regarding revised 2008-2009 annual budget (IPSU). Monica Morales reported that IPSU's budget is a balanced budget. There being no further discussion, upon motion of Monte Lange, duly made and seconded by Denise Kenney, the following resolution was unanimously adopted:

RESOLVED, that the revised 2008-2009 annual budget for IPSU, be, and hereby is, accepted and approved by the Board.

The next item of business was the report, review and possible action to accept the resignation of Nancy Hall from the Boards of IPAJ and IPSU. This item is tabled until the next meeting.

The next item of business was the report, review and possible action to accept the resignation of Monte Lange from the Boards of IPAJ and IPSU. This item is tabled until the next meeting.

[†] For clarity's sake, further references to the school names in these minutes will be to the original names.

The next item of business was the report, review and possible action to accept the resignation of Linda Kiefner from the Boards of IPAJ and IPSU. This item is tabled until the next meeting.

The next item of business was the report, review and possible action to accept the resignation of Veronica Cramer from the Boards of IPAJ and IPSU. This item is tabled until the next meeting.

The next item of business was the report that Imagine Schools, Not-for-Profit, has appointed Aaron Kindel to the IPAJ and IPSU Boards of Directors. This is information only; therefore, no action is required.

The next item of business was the report that Imagine Schools, Not-for-Profit, has appointed Carrie Muehlhausen to the IPAJ, IPSU and GVMS Boards of Directors. This item is tabled until the next meeting.

The next item of business was the report that Imagine Schools, Not-for-Profit, has appointed Denise Kenney to the GVMS Board of Directors. This is information only; therefore, no action is required.

The next item of business was the report that Imagine Schools, Not-for-Profit, has appointed Leonora Farrah to the GVMS Board of Directors. This is information only; therefore, no action is required.

The next item of business was the report that Imagine Schools, Not-for-Profit, has appointed Judi Scattergood to the IPAJ, IPSU and GVMS Boards of Directors. This item is tabled until the next meeting.

The next item of business was the report, review and vote to elect the secretary for the Boards of Directors for IPAJ, IPSU and GVMS. This item is tabled until the next meeting.

The next item of business was the report, review and possible action regarding sublease between Imagine Prep Surprise, LLC and Imagine Middle at Surprise, Inc. (IPSU). Monica Morales reported that the sublease is being revised to reflect the 15% paid by Imagine Middle at Surprise, Inc. After a brief discussion, upon motion of Aaron Kindel, duly made and seconded by Monte Lange, the following resolution was unanimously adopted:

RESOLVED, that the sublease between Imagine Prep Surprise, LLC and Imagine Middle at Surprise, Inc. be, and hereby is, accepted and approved by the Board.

The next item of business was the report, review and possible action regarding amendment to the operating agreement for IPAJ and IPSU. This item is tabled until the next meeting.

The next item of business was the report, review and vote whether to approve a reduction of the number of days of instruction. Dr. Leonora Farrah explained that some of the board meetings approved a one year "trial" period. Linda Kiefner mentioned her concern that they would have to change the charter each year that they changed the number of instructional days. After a brief discussion, upon motion of Nancy Hall, duly made and seconded by Denise Kenney, the following resolution was unanimously adopted:

RESOLVED, that a reduction of the number of contractual days of instruction from 185 days to 180 days be, and hereby is, accepted and approved by the Board with the condition that this item be revisited in one year.

The next item of business was the report, review and possible action regarding the proposed 2009-2010 school calendar. There being no further discussion, upon motion of Aaron Kindel, duly made and seconded by Veronica Cramer, the following resolution was unanimously adopted:

RESOLVED, that the proposed 2009-2010 school calendar be, and hereby is, accepted and approved by the Board.

The next item of business was the report, review and vote whether to approve engagement letter for 2008-2009 audit (IPAJ, IPSU). Dr. Farrah asked about the comparison in price from last year and there is no comparison. There being no further discussion, upon motion of Denise Kenney, duly made and seconded by Veronica Cramer, the following resolution was unanimously adopted:

RESOLVED, that the engagement letter with Ball & McGraw for 2008-2009 audits (IPAJ, IPSU) be, and hereby is, accepted and approved by the Board.

The next item of business was the report, review and possible action regarding School Leader's Report. Monte Lange reported for IPAJ. He discussed the NCA improvement plan and graduation requirements. Sheri Kisselbach reported for IPSU. She discussed Galileo, AIMS and Terra Nova testing. She also discussed the radio station start-up. This is information only; therefore, no action is required.

The next item of business was the report, review and possible action regarding Regional Director's Report. Linda Kiefner reported on the NCA requirements and she shared that two IPSU students were contest winners at the national writing contest. This is information only; therefore, no action is required.

The Chairman then issued a call to the public for issues and there were none.

Dr. Farrah stated that the next meetings will be held on June 1, 2009 to review the proposed budgets and June 15, 2009 to adopt the budgets.

There being no further business to come before the meeting, upon motion of Nancy Hall duly made and seconded by Veronica Cramer the meeting was adjourned at approximately 10:35 a.m.

APPROVED:

Secretary
Imagine Preparatory High School at Apache Junction, LLC
Imagine Preparatory High School at Surprise, LLC
Imagine Middle at Golden Valley, LLC



**AFFIDAVIT OF PUBLICATION
for Corporation Commission**

ARIZONA CAPITOL TIMES

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**IMAGINE PREPARATORY AT
SUPERSTITION, LLC**

ARTICLES OF AMENDMENT

1. The name of the limited liability company in Imagine Preparatory High School at Superstition, LLC.
2. amended Article 10, Section 10 in the text of the amended CERTIFICATE OF ORGANIZATION shall be changed to Imagine Preparatory at Superstition, LLC.
passed this 2nd day of July, 2009. At Myself Notary Public in and for the State of Arizona.
My Comm. Expires 10/31/2011

STATE OF ARIZONA)
County of Maricopa) ss

I, Laura M. Kaminski as Public Notices Manager of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 30-201A & B. The copies will herein been published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
07/24/2009, 07/31/2009, 08/07/2009

THE NAME OF THE CORPORATION: IMAGINE PREPARATORY HIGH SCHOOL AT SUPERSTITION, LLC changing its name to IMAGINE PREPARATORY AT SUPERSTITION, LLC

CORPORATE FILE NUMBER: L-1373704-9

TYPE OF DOCUMENT: ARTICLES OF AMENDMENT

AUTHORIZED SIGNATURE: *[Signature]*

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 24th day of July, 2009

NOTARY SIGNATURE: *[Signature]*

RECEIVED
JUL 27 2009
ARIZONA CORP COMMISSION
CORPORATIONS DIVISION





AZ CORPORATION COMMISSION
FILED

JUL 08 2009

FILE NO. 13737019

ARTICLES OF AMENDMENT
Pursuant to A.R.S. 29-633 (F)

1. The name of the limited liability company is:

Imagine Preparatory High School at Superstition, LLC

2. Attached hereto as Exhibit A is the text of the amendment.

Dated this 2nd day of July, 2009.

Signature: Nancy Hall

Print Name: Nancy Hall
Check One: Member Manager

DO NOT PUBLISH THIS SECTION
The amendment must be executed by a manager if management of the limited liability company is vested in a manager or by a member if management is reserved to the members.

EXHIBIT A

(Insert the text of the amendment)

"The name of the limited liability company shall be changed to Imagine Preparatory at Superstition, LLC."