

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

NOV 10 2010

CHARTER HOLDER STATUS AMENDMENT REQUEST

(Charter Holder Name) Imagine Preparatory at Superstition, LLC (CTDS) 078537000

(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
[X] 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 Preparatory at Superstition, LLC (Charter Holder), herein agree to amend the terms of the charter contract as follows:

FROM: owner: Imagine Preparatory at Superstition, LLC

TO: owner: Imagine Prep at Superstition, 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.

Handwritten signature of 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 Preparatory at Superstition, LLC to Imagine Prep Superstition, Inc., Imagine Prep Superstition, Inc. is accepting a transfer of all the assets, liabilities and obligations of Imagine Preparatory at Superstition, 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 Preparatory at Superstition, LLC to Imagine Prep Superstition, Inc.

We, the governing board of Imagine Preparatory at Superstition, LLC, authorize the assignment of the charter contract to Imagine Prep Superstition, Inc.

Board Chair: Amir Ghalib

We, the governing board of Imagine Prep at Superstition, Inc., accept the assignment of the charter contract from Imagine Preparatory at Superstition, LLC

Board Chair: Amir Ghalib

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 PREPARATORY AT SUPERSTITION, LLC
IMAGINE MIDDLE AT SUPERSTITION, LLC
IMAGINE PREPARATORY HIGH SCHOOL AT SURPRISE, LLC**

Pursuant to notice of meeting, the meetings of the Boards of Directors of Imagine Middle at Superstition, LLC (“ISTM”), Imagine Preparatory at Superstition, LLC (“IPST”), and Imagine Preparatory High School at Surprise, LLC (“IPSU”), (collectively the “Schools”), was held at the Imagine Schools Group Office, 18052 North Black Canyon Highway, Phoenix, Arizona 85053, at approximately 7:30 a.m. MST, on the 4th day of November, 2010.

The following directors of the Schools were present:

Dr. Leonora Farrah (telephonically)
Veronica Cramer (in person)
Linda Kiefner (in person)

The following directors of the Schools were absent:

Aaron Kindel
Rick Miller

The following were also present in person or by telephone:

Dr. Nancy Hall, Executive Vice President (telephonically)
John Buzzard, Principal, Imagine Prep Surprise (telephonically)
Kevin Dickerson, Business Administrator, Imagine Prep Surprise
(telephonically)
Chris McComb, Assistant Principal, Imagine Prep Surprise
(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 a report, review and possible action regarding the authorization of the assignment of the charter contract from

Imagine Middle at Superstition, LLC to Imagine Superstition Middle, Inc. Veronica Cramer motioned to transfer the charter contract. Linda Kiefner 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 Superstition, LLC to Imagine Superstition 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 Preparatory at Superstition, LLC to Imagine Prep Superstition, Inc. Veronica Cramer motioned to transfer the charter contract. Linda Kiefner seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Preparatory at Superstition, LLC to Imagine Prep Superstition, 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 Preparatory High School at Surprise, LLC to Imagine Prep Surprise, Inc. Veronica Cramer motioned to transfer the charter contract. Linda Kiefner seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Preparatory High School at Surprise, LLC to Imagine Prep Surprise, 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. Veronica Cramer motioned to approve the execution by each School of the transfer agreement. Linda Kiefner seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that each of Imagine Middle at Superstition, LLC, Imagine Preparatory at Superstition, LLC and Imagine Preparatory High School at Surprise, LLC do hereby agree to enter into the transfer agreement.

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

Dr. Hall 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 Linda Kiefner duly made and seconded by Veronica Cramer, the meeting was adjourned at 7:39 a.m.

Veronica Cramer, Secretary

**MINUTES OF THE NOVEMBER 4, 2010 JOINT PUBLIC MEETING
OF THE BOARDS OF DIRECTORS OF
IMAGINE SUPERSTITION MIDDLE, INC.
IMAGINE PREP SUPERSTITION, INC.
IMAGINE PREP SURPRISE, INC.**

Pursuant to notice of meeting, the meetings of the Boards of Directors of Imagine Superstition Middle, Inc. ("ISTM"), Imagine Prep Superstition, Inc. ("IPST"), and Imagine Prep Surprise, Inc. ("IPSU"), (collectively the "Schools"), was held at the Imagine Schools Group Office, 18052 North Black Canyon Highway, Phoenix, Arizona 85053, at approximately 7:45 a.m. MST, on the 4th day of November, 2010.

The following directors of the Schools were present:

Dr. Leonora Farrah (telephonically)
Veronica Cramer (in person)
Linda Kiefner (in person)

The following directors of the Schools were absent:

Aaron Kindel
Rick Miller

The following were also present in person or by telephone:

Dr. Nancy Hall, Executive Vice President (telephonically)
John Buzzard, Principal, Imagine Prep Surprise (telephonically)
Kevin Dickerson, Business Administrator, Imagine Prep Surprise
(telephonically)
Chris McComb, Assistant Principal, Imagine Prep Surprise
(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 for each of Imagine Superstition Middle, Inc., Imagine Prep Superstition, Inc., and Imagine Prep Surprise, Inc.

Veronica explained that the Boards need to elect presidents pursuant to the bylaws of each corporation and that in the previous meeting, the Boards elected chairmen for each of the Schools, but not presidents.

Dr. Farrah nominated Aaron Kindel as President of each of Imagine Superstition Middle, Inc., Imagine Prep Superstition, Inc., and Imagine Prep Surprise, Inc.. The nomination was seconded by Veronica Cramer. By unanimous vote, the Boards of each school elected Aaron Kindel as president of the school to serve pursuant to the terms of the applicable 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 Superstition, LLC to Imagine Superstition Middle, Inc. Veronica Cramer motioned to transfer the charter contract. Linda Kiefner 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 Superstition, LLC to Imagine Superstition Middle, Inc. and Imagine Superstition 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 Preparatory at Superstition, LLC to Imagine Superstition Prep, Inc. Veronica Cramer motioned to transfer the charter contract. Linda Kiefner seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that the charter contract shall be assigned from Imagine Preparatory at Superstition, LLC to Imagine Superstition Prep, Inc., and Imagine Superstition Prep, 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 Preparatory High School at Surprise, LLC to Imagine Prep Surprise, Inc. Veronica Cramer motioned to transfer the charter contract. Linda Kiefner seconded the motion. The Board approved the motion unanimously.

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

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.

Veronica Cramer motioned that each School approve entering into the transfer agreement. Linda Kiefner seconded the motion. The Board approved the motion unanimously.

NOW THEREFORE, be it resolved that each of Imagine Superstition Middle, Inc., Imagine Prep Superstition, Inc. and Imagine Prep Surprise, Inc. do hereby approve the execution of the transfer agreement.

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

Veronica Cramer 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 Linda Keifner duly made and seconded by Veronica Cramer, the meeting was adjourned at 8:08 a.m.

Veronica Cramer, Secretary