ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION COVER SHEET

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT

ARE YOU FILING: ☐ New Entity ☐ Change to existing entity ☑ Re-submission/Correction

PLEASE COMPLETE ALL APPROPRIATE SECTIONS

Type in Corp/LLC Name: Inclto Schools

FILING TYPE	REGULAR SERVICE FEE	EXPEDITED SERVICE FEE
☐ Articles of Domestication	☐ $100.00	☐ $135.00
☐ Articles of Incorporation (Profit)	☐ $ 60.00	☐ $ 85.00
☑ Articles of Incorporation (Non Profit)	☐ $ 40.00	☑ $ 75.00
☐ Articles of Organization (Limited Liability Company)	☐ $ 50.00	☐ $ 85.00
☐ Application For Authority (Business)	☐ $175.00	☐ $210.00
☐ Application to Conduct Affairs (Non Profit)	☐ $175.00	☐ $210.00
☐ Application for New Authority	☐ $175.00	☐ $210.00
☐ Application for Registration	☐ $150.00	☐ $185.00
☐ Articles of Amendment	☐ $ 25.00	☐ $ 60.00
☐ Articles of Amendment & Restatement	☐ $ 25.00	☐ $ 60.00
☐ Articles of Correction	☐ $ 25.00	☐ $ 60.00
☐ Articles of Merger/Share Exchange	☐ $100.00	☐ $135.00
☐ Articles of Merger (Limited Liability Company)	☐ $ 50.00	☐ $ 85.00
☐ Affidavit of Publication	☐ $ 0.00	☐ $ 35.00
☐ CORPORATIONS -Certified Copies* *If copies are for different entities the Expedite fee applies to each entity	☐ $5.00 Each (_____) (Enter Quantity)	☐ $40.00 (_____) (Enter Quantity)
☐ LLCs - Certified Copies* *If copies are for different entities the Expedite fee applies to each entity	☐ $10.00 Each (_____) (Enter Quantity)	☐ $45.00 (_____) (Enter Quantity)
☐ Good Standing Certificate* *If Good Standing Certificates are for different entities the Expedite fee applies to each entity	☐ $10.00 Each (_____) (Enter Quantity)	☐ $46.00 (_____) (Enter Quantity)
☐ Other _____	☐ Regular Fee	☐ Expedite Fee

SELECT PAYMENT TYPE: [redacted]

☐ Check — Check # _____ — Check Amount $ _____

☑ M.O.D. Account — MOD Acct # 1952 — Mod Amount $ 75.00

☐ Cash — Cash Amount $ _____

☐ Credit Card – for in-person filings only — CC Amount $ _____

☐ No fee required

SELECT ONE RETURN DELIVERY OPTION: ☐ Mail ☐ Pick Up ☑ Fax # (602) 296-0415

REQUIRED: Please list the person or company who will be picking up the completed documents.
DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY TWO WEEKS).

Person or Company Name: Ellis M. Carter

Phone Number: 602 456-0071

Address:

City: State: Zip:

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK UP BY: DATE:

View current process times at: www.azcc.gov/Divisions/Corporations

CFCVLR REV 03/13/2009

COMMISSIONERS
KRISTIN K. MAYES - Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

ARIZONA CORPORATION COMMISSION

ERNEST G. JOHNSON
Executive Director

JEFF GRANT
Director
Corporations Division

June 8, 2011

CLG SERVICES LLC
849 N 3RD AVE
PHOENIX, AZ 85003

RE: INCITO SCHOOLS
File Number: 16853862

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 8, 2011, 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 06/06/2012, 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,
Yvonne McFarlin
Examiner, Corporations Division

CF:04
REV. 01/2009

AZ Corp. Commission
03505182

AZ CORPORATION COMMISSION
FILED

JUN 0 6 2011

FILE NO. 1685386-2

ARTICLES OF INCORPORATION

OF

INCITO SCHOOLS

The undersigned, acting as incorporators of a nonprofit corporation under the Arizona Nonprofit Corporation Act ("ANCA"), Arizona Revised Statutes Sections 10-3101 through 10-11702, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Incito Schools (the "Corporation").

ARTICLE II
Purpose and Character of Affairs

The Corporation is organized and shall be operated exclusively for charitable, educational, scientific and literary purposes within the meaning of I.R.C. § 501(c)(3). These purposes shall include, but not be limited to operating a charter school. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualifying organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III
Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. § 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. § 501(c)(3) or by a Corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. § 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the Corporation shall not engage in any act of self dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. § 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IV
Members

The Corporation shall have no members.

ARTICLE V
Board of Directors

Section 1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the ANCA. The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be Three (3). The names and addresses of the initial directors are:

April Castillo
17033 W. Hammond St.
Goodyear, AZ 85338

Amanda Jellesen
13437 N. 103rd St.
Scottsdale, AZ 85260

Kristina Vasquez
15242 W. Jackson St.
Goodyear, AZ 85338

ARTICLE VI
Incorporator

The names and addresses of the incorporators are:

April Castillo
17033 W. Hammond St.
Goodyear, AZ 85338

Amanda Jellerson
13437 N. 103rd St.
Scottsdale, AZ 85260

ARTICLE VII
Amendment

These Articles of Incorporation may be amended by the directors of the Corporation by vote of a majority (51%) of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

ARTICLE VIII
Dissolution

In the event of 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, distribute all of the assets of the Corporation exclusively to one or more organizations then described in I.R.C. § 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Corporation is then located.

ARTICLE IX
Principal Office; Registered Office and Registered Agent

The address of the principal office of the Corporation is 849 N. 3rd Ave., Phoenix, AZ 85003 and the registered agent at such address is CLG Services, LLC.

ARTICLE X
Indemnification and Liability

Section 1. Indemnification. To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, the Corporation shall indemnify and advance expenses to any

person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

Section 2. Liability. To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Corporation occurring prior to such repeal, amendment or modification.

ARTICLE XI
Anti-Discrimination Policy

In carrying out the purposes of the Corporation, no distinction shall be made among the students or employees on the account of race, color, gender, religion, creed, age, disability, veteran status, or national or ethnic origin. Specifically, in operating any school, the Corporation shall admit students and grant students access to all of the rights, privileges, programs, and activities generally accorded or made available to students at the school regardless of race, color, gender, religion, creed, age, disability, veteran status, or national or ethnic origin.

DATED: May 20, 2011.

APRIL CASTELLO
Its: Incorporator

AMANDA JELLESON
Its: Incorporator

CONSENT TO ACT AS REGISTERED AGENT

CLG Service, LLC, having been designated to act as Statutory Agent for the INCITO SCHOOLS hereby consent to act in that capacity until its removal or resignation is submitted in accordance with applicable law.

DATED this 26th day of May, 2011.

CLG SERVICES, LLC, an Arizona limited liability company

By: ELLIS M. CARTER
Its: Manager

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. 10-3202.D.

INCITO SCHOOLS
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. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or hold such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

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, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is June 30.

Under penalties of law, the undersigned Incorporator/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 [signature] DATE 5/20/11
APRIL CASTILLO

TITLE Director and Incorporator

BY [signature] DATE 5/20/11
AMANDA HILLESON

TITLE Director and Incorporator

BY_____ DATE_____

TITLE

BY_____ DATE_____

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 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.