BYLAWS

OF

INCITO SCHOOLS

ARTICLE I
NAME; OFFICES

Section 1. Name. The name of this Corporation is "Incito Schools" (the "Corporation").

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board of Directors (the "Board"), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the "ANCA").

ARTICLE II
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors shall be as determined by the Board of Directors from time to time but in no event less than three (3) nor more than five (5) and shall serve for the term provided in Section 4 of this Article.

(b) Qualifications. Directors must be more than 18 years of age. Each Director must pass a background check, or other regulatory inquiries, as required by State law, federal law or other governmental agencies having proper regulatory authority over the affairs of the Corporation or its activities, as amended from time to time, which shall include as a minimum, a fingerprint check showing that there exist no criminal record which could adversely affect the Corporation or its operation. Directors must, in the opinion of the Board, possess experience and qualifications that further the Board's commitment to the educational and operational purposes of the Corporation.

(c) Ex Officio Director. The President and Vice President of the Corporation shall be ex officio Directors of the Corporation with voting rights. The ex officio Directors shall be included in the total number of Directors authorized in subsection (a) above.

Section 3. Election of Directors.

(a) Initial Directors. The initial Directors named in the Articles of Incorporation, organizational meeting minutes, or consents in lieu of the organizational meeting shall serve until the first annual meeting of the Board.

(b) Successor Directors. Successor Directors, other than any ex officio Director, shall be elected by the affirmative vote of a majority (51%) of the Directors then in office at the annual meeting of the Board of Directors in the year a vacancy will occur.

Section 4. Term of Office. Directors shall be classified with respect to the time for which they shall hold office by dividing them into three (3) classes, each class to consist of, as nearly as possible, an equal number of directors. The directors of the first class shall hold office for an initial term of one (1) year, the directors of the second class for an initial term of two (2) years, and the directors of the third class for an initial term of three (3) years. At the close of each annual meeting of this Corporation, the successors to the class of directors whose terms expire that year shall commence to hold office for a term of three (3) years, or until their successors have been elected and qualified. In the event of an increase in the number of directors, the remaining directors shall assign the newly created directorship(s) to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly as possible, an equal number of directors.

Section 5. Compensation. Directors of the Corporation shall not receive compensation for serving as directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

Section 6. Resignation. A Director may resign at any time by filing a written resignation with the President or the Secretary of the Corporation.

Section 7. Removal. A Director may be removed from office with or without cause by the vote of a majority (51%) of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose.

Section 8. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of Directors, an interim Director shall be elected by the Board of Directors of this Corporation. An interim Director shall serve until a successor is elected upon expiration of the term of office for that Director.

ARTICLE III
MEETINGS OF THE BOARD

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of July at such time and place as designated by the President, or in the absence of action by the President, as set forth in the notice given, or waiver signed, with respect to such meeting. At the annual meeting, the incumbent Directors shall elect new Directors to fill any vacancies on the Board, who shall then elect officers and transact such other business as may be properly brought before the Board. If for any reason an annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.

Section 2. Regular Meetings. The Board of Directors may provide, by resolution, for regular or stated meetings of the Board, to be held at a fixed time and place without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the President or Secretary, and shall be called by the Secretary on the written request of any twenty percent (20%) of the Directors.

Section 4. Meetings by Telephone or Other Communication Technology. Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors through the use of the telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 5. Place of Meetings. All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Arizona as designated by the Board, by any persons entitled to call a meeting, or by waiver of notice signed by all of the Directors.

Section 6. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each Director or by written notice given by other than personal delivery at least twenty-four (24) hours prior thereto. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting unless required by the ANCA.

(b) Methods of Giving Notice. Notice of any annual or special meeting of Directors, and any other notice required to be given under these Bylaws or the ANCA may be communicated in person, by telephone, e-mail, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; or (iii)

on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of the ANCA or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum. Twenty percent (20%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. At any meeting of the Board of Directors, every Director entitled to vote shall have one vote. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the ANCA, or the Articles of Incorporation or Bylaws of the Corporation.

Section 9. Director Deadlock. In the event the Board votes are deadlocked, but only if so required by the written request of any director delivered to the President, the Board shall, within thirty (30) days after receipt of such written request, appoint a mutually-agreed upon neutral mediator to aid the Board in facilitating the decision-making process. If, after appointing the mediator, the deadlock persists for a period not to exceed sixty (60) days after the original deadlock vote, the Board shall, within ten (10) days thereafter, agree upon a neutral, qualified arbitrator who shall have the authority to issue a decision on the issue upon which the Board is deadlocked which decision shall be binding on the Corporation and on each Director.

Section 10. Open Meeting Law. All official actions and deliberations of the Board shall take place at a meeting open to the public in compliance with the Arizona Open Meeting Law, ARS 38-431 through 38-431.09 (the "Open Meeting Law"), for so long as the Open Meeting Law applies to charter schools such as the Corporation, except in cases where and to the extent, the Open Meeting Law authorizes the Board to meet in executive session.

Section 11. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV
OFFICERS

Section 1. Number. The principal officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office. The President and Vice-President shall be ex-officio members of the Board of Directors with voting rights. Other officers may, but need not, be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected each year by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Resignation. Any officer may resign at any time by delivering written notice to the President, a Vice-President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. The President. The President shall be the principal executive officer of the Corporation and, subject to the oversight of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. The Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions

upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 8. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 9. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have oversight responsibility for all funds and securities of the Corporation and for monies due and payable to the Corporation from any source whatsoever, including the deposit of such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 10. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 11. Compensation. Officers of the Corporation shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE V
CONFLICT OF INTEREST

Section 1. Conflict of Interest Procedure. Each Director, officer and member of a committee or subcommittee of the Board of Directors, on behalf of the Corporation, shall conduct him or herself in a manner consistent with the Corporation's Conflict of Interest Policy, including, without limitation, any provisions thereof relating to self dealing generally, and certain prohibited transactions and compensation, as may be adopted by the Board of Directors from time to time.

Section 2. Annual Execution of Conflict Disclosure Statement. Each Director, officer and member of a committee or subcommittee of the Board of Directors with Board-delegated powers shall annually complete and sign the Corporation's Annual Conflict of Interest Disclosure Statement as may be adopted by the Board of Directors from time to time.

ARTICLE VI
COMMITTEES

Section 1. Board Committees. The Board, by resolution, may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees may consist of one or more Directors of the Corporation.

Section 2. Powers Reserved to the Board. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or repeal of any resolution of the Board; or (v) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

Section 3. School Policy Council. There shall be a committee known as the School Policy Council ("Council") consisting of members selected by the Board of Directors from time to time. The members of the Council shall consist of individuals with education and business backgrounds as well as parents or guardians of current or former students. The Council will consult with and advise the Board of Directors on important educational, student, extra-curricular, teaching, administration, and other issues facing the charter school.

Section 4. Participation by Non-Directors. A person who is not a Director may be appointed to any committee of the Board; provided, however, that such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

Section 5. Removal; Authority of the Board. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action, including any action by the Executive Committee, is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board.

Section 6. Term. Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the next annual meeting of the Corporation, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

Section 7. Committee Rules. Each committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure that are consistent with the Articles, the Bylaws and Board applicable resolutions.

ARTICLE VII
INDEMNIFICATION

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such Director or Officer may be entitled under any written agreement, Board resolution, the ANCA or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

ARTICLE VIII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of June in each year.

Section 2. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each Officer; and such other records as may be necessary or advisable or as required by the Records Retention and Disposition for Arizona School Districts and/or the State Public Records Law (A.R.S. Sections 39-121 through 30-122), for so long as such laws and regulations apply to charter schools. All books and records of the Corporation may be inspected, for any proper purpose at any reasonable time, by: (i) any Director; (ii) the agent or attorney of such Director; and (iii) as otherwise required by law.

Section 3. Corporate Acts. Each officer shall have authority to sign, execute and acknowledge on behalf of the Corporation all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be

INCITO SCHOOLS

CONFLICT OF INTEREST POLICY

Conflict of Interest

A member of the Board of Directors ("Board") of Incito Schools ("Corporation"), member of any Board committee, Officer, key employee, or other person with substantial influence over the affairs of the Corporation ("Interested Person") has a conflict of interest if they, their family member, or a business in which they own at least a 35% interest are closely linked to a transaction involving the Corporation and the interest is of such significance to the Interested Person that the interest would reasonably be expected to exert an influence on the Interested Person's judgment if the Interested Person were called on to vote on the transaction.

Family Member

When referred to herein, a "Family Member" of an Interested Person means either: (i) the spouse, or a parent or sibling of the spouse, of the Interested Person; (ii) a child, grandchild, sibling or parent of the Interested Person; or (iii) the spouse of a child, grandchild, sibling or parent of the Interested Person.

Disclosure

Any Interested Person with a potential or actual conflict of interest between the interests of the organization and the Interested Person's personal, family, financial, or professional interests, shall disclose this conflict of interest to the Board of Directors on a timely basis.

Abstention

If an Interested Person has a conflict of interest relating to any matter under consideration for a decision by the Board of Directors, he or she shall abstain from any vote, discussion (except as the remaining Board deems necessary for informational purposes), or any attempt to influence the decision of the Board on that matter. The Board may also require the Interested Person to be excused from a meeting while the matter is being deliberated and voted on.

Recording

The fact of an Interested Person's disclosure and abstention shall be noted in the minutes of any meeting during which they occur.

Director Independence

The Directors shall make decisions in the best interests of the organization only and without regard to the personal, family, financial, or professional interests of any individual Director.

Compensation

The Directors may hire and compensate individuals for necessary services rendered to the organization so long as such compensation is reasonable. To determine reasonable compensation, the Directors shall determine amounts based upon compensation paid by similarly situated non-profits for like services. The Directors may rely upon salary studies, as well as data regarding compensation paid by at least three specific peer organizations of similar size to determine reasonable compensation. The terms of such compensation, the information relied upon to determine the terms of any compensation, and its source shall be recorded in writing.

An individual who is a voting member of the board of directors or a committee with board delegated powers and who receives compensation, directly or indirectly, from the Corporation for services is precluded from participating in discussions or votes pertaining to their own compensation.

Annual Statements

Each Interested Person shall annually sign a statement which affirms that such person:

1. has received a copy of the Conflict of Interest Policy,

2. has read and understands the Conflict of Interest Policy,

3. has agreed to comply with the Conflict of Interest Policy, and

4. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

CERTIFICATE OF ADOPTION

The foregoing Conflict of Interest Policy was duly adopted by the Board of Directors of the Corporation effective as of 8th of June, 2011.

INCITO SCHOOLS

BY: A Castillo
APRIL CASTILLO
Its: President

INCITO SCHOOLS

CONFLICT OF INTEREST DISCLOSURE STATEMENT

As part of its Conflict of Interest Policy ("Policy"), Incito Schools ("Corporation") requires that every Interested Person (defined as members of the Board of Directors ("Board"), members of any Board committee, officers, members of working groups, key employees, or other persons with substantial influence over the affairs of the Corporation) disclose interests that could lead to an actual or apparent conflict of interest. This disclosure form is intended to implement the Policy's annual disclosure requirement.

I. **Disclosure.**

A. Name of Responsible Person:

Capacity (check all which apply):

_____Member of Board of Directors

_____Member of Board Committee

_____Officer

_____ Key Employee

_____ Other person with substantial influence over the affairs of the Corporation

B. Have you, any of your family members, or any entity in which you or a family member has a 35% interest engaged in any of the following transactions with the Corporation in the past year:

(i) provided services or property to the Corporation in exchange for consideration?

_____YES _____NO

(ii) had any direct or indirect interest in any transaction to which the Corporation was or is a party?

_____YES _____NO

(iii) become indebted to pay money to the Corporation (other than travel advances or the like)?

_____YES _____NO

(iv) received or become entitled to receive any personal benefits from the Corporation that in the aggregate could be valued in excess of $100, that were not or will not be

compensation directly related to your duties to the Corporation?

_____YES _____NO

(v) received compensation from an organization that is related to the Corporation through common supervision or control?

_____YES _____NO

If yes, please describe the proceeding(s) and if a family member or entity is involved, the identity of the family member or entity and your relationship with that person or entity:

C. Do you have a family relationship or a business relationship with any other officer, director, trustee, or key employee of the Corporation?

_____YES _____NO

D. Did you receive compensation from any unrelated organization for services rendered to the Corporation?

_____YES _____NO

E. Are you aware of any other events, transactions or other situations that have occurred or may occur in the future that you believe should be examined by the Corporation in accordance with the terms and intent of the Corporation's conflict of interest policy?

_____YES _____NO

If yes, please describe the situation(s) and if a family member or entity is involved, the identity of the family member or related entity and your relationship with that person or entity:

By signing this disclosure, I hereby confirm that:

1) I have received a copy of the Corporation's Conflict of Interest Policy,

2) I have read and understand the Corporation's Conflict of Interest Policy

3) I agree to comply with the Corporation's Conflict of Interest Policy,

4) My responses to the above questions are complete and accurate to the best of my information and belief.

5) I understand that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

6) If I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this Policy, I will notify an officer of the Board immediately.

_____ _____

Signature Date

_____

Print Name

INCITO SCHOOLS

IRS FORM 990 REVIEW POLICY

Incito Schools is a nonprofit corporation organized under the laws of the State of Arizona (the "Corporation"). The following policies and guidelines (the "Policy") govern the Corporation.

Article I
PURPOSE

The purpose of this policy is to establish the Corporation's procedures for review of the Form 990 by the Board prior to the annual filing of the form.

Article II
POLICY

The Corporation recognizes that the governance role of its Board includes the annual review of the Form 990. Accordingly, the organization requires a thorough review of the Form 990 by the Board prior to filing the Form 990.

Article III
PROCEDURES

1. Senior management of the organization is responsible for the timely preparation of the Form 990.

2. The completed Form 990 will be provided to the committee responsible for finances sufficiently in advance of the filing deadline to enable a detailed and conscientious review by all members of the committee. All questions, concerns, etc. of the Board members will be addressed by the Treasurer or the Corporation's CPA and incorporated into the Form 990 as appropriate.

3. All members of the Board will be invited to review the completed Form 990 in advance of the filing deadline. All questions, concerns, etc. of the members of the Board will be addressed by the Treasurer or CPA and incorporated into the Form 990 as appropriate.

4. After all of the input from the Board and the relevant committees has been appropriately addressed, senior management of the organization will file the final Form 990 as required.

CERTIFICATE OF ADOPTION

The foregoing Form 990 Policy Review was duly adopted by the Board of Directors of Incito Schools effective as of 8th & June, 2011.

INCITO SCHOOLS

BY: _____
APRIL CASTILLO
Its: President

INCITO SCHOOLS

RECORD RETENTION POLICY

This Policy was approved by the Board of Directors of Incito Schools, a nonprofit corporation organized under the laws of the State of Arizona (the "Corporation") and represents the Corporation's policy regarding the retention and disposal of records and the retention and disposal of electronic documents.

Article I
PURPOSE

The purpose of this Policy is to ensure that necessary records and documents of the Corporation are adequately protected and maintained and to ensure that records that are no longer needed by the Corporation or are of no value are discarded at the proper time.

Article II
ADMINISTRATION

Attached as **Appendix A** is a Record Retention Schedule that is approved as the initial maintenance, retention and disposal schedule for physical records of the Corporation and the retention and disposal of electronic documents. The President is the officer in charge of the administration of this Policy and the implementation of processes and procedures to ensure that the Record Retention Schedule is followed. The President is also authorized to: make modifications to the Record Retention Schedule from time to time to ensure that it is in compliance with local, state and federal laws and includes the appropriate document and record categories for the Corporation; monitor local, state and federal laws affecting record retention; annually review the record retention and disposal program; and monitor compliance with this Policy.

Note: In the event of a governmental audit, investigation or pending litigation, record disposal shall be suspended upon the direction of the President. In addition, the President should be informed of any situation that might give rise to legal action as soon as the situation becomes apparent and the President shall thereafter have the discretion to suspend record disposal as the President may consider appropriate.

Article III
APPLICABILITY

This Policy applies to all physical records generated in the course of the Corporation's operation, including both original documents and reproductions.

APPENDIX A RECORD RETENTION SCHEDULE

The Record Retention Schedule is organized as follows:

SECTION TOPICS

A	Accounting and Finance
B	Contracts
C	Corporate Records
D	Correspondence and Internal Memoranda
E	Grant Records
F	Insurance Records
G	Legal Files and Papers
H	Miscellaneous
I	Payroll Documents
J	Pension Documents
K	Personnel Records
L	Property Records
M	Tax Records
N	Contribution Records

A. ACCOUNTING AND FINANCE

Record Type	Retention Period
Accounts Payable ledgers and schedules	7 years
Accounts Receivable ledgers and schedules	7 years
Annual Audit Reports and Financial Statements including compiled financial statements and reviews	Permanent
Annual Audit Records, including workpapers and other documents that relate to the audit	7 years after completion of audit
Annual Plans and Budgets	2 years
Bank Statements and Canceled Checks	7 years
Employee Expense Reports	7 years
General Ledgers	Permanent
Interim Financial Statements	7 years
Notes Receivable ledgers and schedules	7 years
Investment Records	7 years after sale of investment
Student Counts	Permanent

B. CONTRACTS

Record Type	Retention Period
Contracts and Related Correspondence (including any proposal that resulted in the contract and all other supportive documentation)	7 years after expiration or termination

C. CORPORATE RECORDS

Record Type	Retention Period
Corporate Records (minute books, signed minutes of the Board and all committees, corporate seals, articles of incorporation, bylaws, annual corporate reports)	Permanent
Licenses and Permits	Permanent

D. CORRESPONDENCE AND INTERNAL MEMORANDA

General Principle: Most correspondence and internal memoranda should be retained for the same period as the document they pertain to or support. For instance, a letter pertaining to a particular contract would be retained as long as the contract (7 years after expiration). It is recommended that records that support a particular project be kept with the project and take on the retention time of that particular project file.

Correspondence or memoranda that do not pertain to documents having a prescribed retention period should generally be discarded sooner. These may be divided into two general categories:

1. Those pertaining to routine matters and having no significant, lasting consequences should be discarded *within two years*. Some examples include:

- Routine letters and notes that require no acknowledgment or follow-up, such as notes of appreciation, congratulations, letters of transmittal, and plans for meetings.
- Form letters that require no follow-up.
- Letters of general inquiry and replies that complete a cycle of correspondence.
- Letters or complaints requesting specific action that have no further value after changes are made or action taken (such as name or address change).
- Other letters of inconsequential subject matter or that definitely close correspondence to which no further reference will be necessary.
- Chronological correspondence files.

Please note that copies of interoffice correspondence and documents where a copy will be in the originating department file should be read and destroyed, unless that information provides reference to or direction to other documents and must be kept for project traceability.

2. Those pertaining to non-routine matters or having significant lasting consequences should generally be retained permanently.

E. GRANT RECORDS

Record Type	Retention Period
Original grant proposal	7 years after completion of grant period
Grant agreement and subsequent modifications, if applicable	7 years after completion of grant period
All requested IRS/grantee correspondence including determination letters and "no change" in exempt status letters	7 years after completion of grant period
Final grantee reports, both financial and narrative	7 years after completion of grant period
All evidence of returned grant funds	7 years after completion of grant period
All pertinent formal correspondence including opinion letters of counsel	7 years after completion of grant period
Report assessment forms	7 years after completion of grant period
Documentation relating to grantee evidence of invoices and matching or challenge grants that would support grantee compliance with the grant agreement	7 years after completion of grant period
Pre-grant inquiry forms and other documentation for expenditure responsibility grants	7 years after completion of grant period
Grantee work product produced with the grant funds	7 years after completion of grant period

F. INSURANCE RECORDS

Record Type	Retention Period
Annual Loss Summaries	10 years

Audits and Adjustments	3 years after final adjustment
Certificates Issued to the Corporation	Permanent
Claims Files (including correspondence, medical records, injury documentation, etc.)	Permanent
Group Insurance Plans - Active Employees	Until Plan is amended or terminated
Group Insurance Plans - Retirees	Permanent or until 6 years after death of last eligible participant
Inspections	3 years
Insurance Policies (including expired policies)	Permanent
Journal Entry Support Data	7 years
Loss Runs	10 years
Releases and Settlements	25 years

G. LEGAL FILES AND PAPERS

Record Type	**Retention Period**
Legal Memoranda and Opinions (including all subject matter files)	7 years after close of matter
Litigation Files	1 year after expiration of appeals or time for filing appeals
Court Orders	Permanent
Requests for Departure from Records Retention Plan	10 years

H. MISCELLANEOUS

Record Type	Retention Period
Consultant's Reports	2 years
Material of Historical Value (including pictures, publications)	Permanent
Policy and Procedures Manuals - Original	Current version with revision history
Policy and Procedures Manuals - Copies	Retain current version only
Annual Reports	Permanent

I. PAYROLL DOCUMENTS

Record Type	Retention Period
Employee Deduction Authorizations	4 years after termination
Payroll Deductions	Termination + 7 years
W-2 and W-4 Forms	Termination + 7 years
Garnishments, Assignments, Attachments	Termination + 7 years
Labor Distribution Cost Records	7 years
Payroll Registers (gross and net)	7 years
Time Cards/Sheets	2 years
Unclaimed Wage Records	6 years

J. PENSION DOCUMENTS AND SUPPORTING EMPLOYEE DATA

General Principle: Pension documents and supporting employee data shall be kept in such a manner that the Corporation can establish at all times whether or not any pension is payable to any person and, if so, the amount of such pension.

Record Type	Retention Period
Retirement and Pension Records	Permanent

K. PERSONNEL RECORDS

Record Type	Retention Period
Commissions/Bonuses/Incentives/Awards	7 years
EEO- I /EEO-2 - Employer Information Reports	2 years after superseded or filing (whichever is longer)
Employee Earnings Records	Termination + 7 years
Employee Handbooks	1 copy kept permanently
Employee Medical Records	Termination + 6 years
Employee Personnel Records (including individual attendance records, application forms, job or status change records, performance evaluations, termination papers, withholding information, garnishments, test results, training and qualification records)	6 years after termination
Employment Contracts - Individual	7 years after termination
Employment Records - Correspondence with Employment Agencies and Advertisements for Job Openings	3 years from date of hiring decision
Employment Records - All Non-Hired Applicants (including all applications and resumes - whether solicited or unsolicited, results of post-offer, pre-employment physicals, results of background investigations, if any, related correspondence)	2-4 years (4 years if file contains any correspondence which might be construed as an offer)
Job Descriptions	3 years after superseded
Personnel Count Records	3 years
Forms I-9	3 years after hiring, or 1 year after termination if later

L. PROPERTY RECORDS

Record Type	Retention Period
Correspondence, Property Deeds, Assessments, Licenses, Rights of Way	Permanent
Original Purchase/Sale/Lease Agreement	Permanent
Property Insurance Policies	Permanent

M. TAX RECORDS

General Principle: The Corporation must keep books of account or records as are sufficient to establish amount of gross income, deductions, credits, or other matters required to be shown in any such return.

These documents and records shall be kept for as long as the contents thereof may become material in the administration of federal, state, and local income, franchise, and property tax laws.

Record Type	Retention Period
Tax-Exemption Documents and Related Correspondence	Permanent
IRS Rulings	Permanent
Excise Tax Records	7 years
Payroll Tax Records	7 years
Tax Bills, Receipts, Statements	7 years
Tax Returns - Income, Franchise, Property	Permanent
Tax Workpaper Packages - Originals	7 years
Sales/Use Tax Records	7 years
Annual Information Returns - Federal and State	Permanent

IRS or other Government Audit Records	Permanent

N. CONTRIBUTION RECORDS

Record Type	Retention Period
Records of Contributions	Permanent
Wills, trusts or other documents evidencing terms of gifts	Permanent

CERTIFICATE OF ADOPTION

The foregoing Record Retention Policy was duly adopted by the Board of Directors of the Corporation effective as of 8th of June, 2011.

INCITO SCHOOLS

BY: _____
APRIL CASTILLO
Its: President

INCITO SCHOOLS

TRAVEL AND EXPENSE REIMBURSEMENT POLICY

Incito Schools is a nonprofit corporation organized under the laws of the State of Arizona (the "Corporation"). The following policies and guidelines (the "Policy") govern the Corporation's travel and expense reimbursement practices.

Article I
WHO IS REIMBURSED

Members of the Board, officers, committees, special committees, staff and authorized representatives of the Corporation shall be reimbursed for pre-authorized expenses incurred while on Board approved corporate business.

Article II
REIMBURSEMENT

The Corporation's Expense Statement is to be used for requesting reimbursement and should be submitted within two weeks of completion of the trip, accompanied by an explanation for all unusual items or amounts.

Receipts are required for all expenditures billed to the individual or directly to the organization including credit card charges, airfare and applicable hotel charges. Receipts are required for all expenditures paid by the traveler that exceed $25.00.

Allow at least two weeks after receipt by the Corporation for reimbursement.

Article III
REIMBURSABLE TRANSPORTATION EXPENSES

Airfare - The least expensive direct, nonstop commercial airfare in coach class will be reimbursable from the airport nearest the traveler's home or office to the airport nearest the destination.

Airline reservations are to be made through the Corporation's travel agent when one is designated or using commercial airline online reservations. Airline reservations should be made at least 14 days in advance of travel. Detailed reservation reports should be sent to the Corporation's business office. Any additional expense related to companion travel is the responsibility of the traveler. Preferred carriers may be utilized if the airfare is equivalent to the lowest fare available. Mileage earned and compensation for denied boarding awarded to the traveler while on Corporation business is the property of the traveler and may be used at the traveler's discretion.

Automobile, train, or bus - Total reimbursable expenses, including expenses incurred en route, shall not exceed the cost of airfare. Automobile expenses shall be reimbursed at the Corporation's then current mileage reimbursement rate.

Shuttle, taxi, personal automobile, or other similar cost means to and from the airport at the points of origin and destination, and taxi fare if essential for business purposes.

Parking - Parking at the airport of origin if personal automobile is used. Parking at the meeting site if travel by automobile is required.

Article IV
LODGING

Lodging at the single-room rate for days of meetings, including night before and after if flight schedules make such stays necessary.

Article V
MEALS

The reasonable cost of meals while attending meetings and while in transit to and from the meeting site. If, in addition, meals are purchased for others, the individuals must be identified as those for whom Corporation has responsibility for such expenses.

Article VI
OTHER EXPENSES

The Corporation will reimburse reasonable telephone and fax charges due to absence of traveler from the individual's place of business. The Corporation will also reimburse reasonable and necessary gratuities. All tipping should be based on service and is at the reasonable discretion of the traveler but according to the following guidelines:

- Airline Skycap: $1.00 per bag
- Cab Driver: 5–15% of fare
- Shuttle Van Driver: $5.00
- Hotel Bellman: $1.00 per bag
- Restaurant Wait Staff: 10–20% of total bill
- Room Service: Gratuity is usually included in the bill
- Hotel staff who delivers a special request: $1.00

Emergency secretarial work and/or postage charges incurred in carrying out responsibilities authorized by the Board will also be reimbursed.

Article VII
SATURDAY NIGHT STAY

If the air fare saving for a Saturday-night-stay is greater than or equal to the lodging, meals, and other reimbursable expense for the additional day(s) stay, the traveler has the option to stay and be reimbursed for expenses (up to the saved amount) for the additional day(s).

Article VIII
NONREIMBURSABLE EXPENDITURES

- First-class upgrades in air travel.
- When lodging accommodations have been arranged by the Corporation and the traveler elects to stay elsewhere, reimbursement is made at an amount no higher than the rate negotiated by Corporation and reimbursement is not made for transportation between the alternate lodging and meeting site.
- If an individual accompanies the traveler, it is the responsibility of the traveler to determine the added cost for double occupancy and related expenses and to make the appropriate adjustment in the reimbursement request.
- Entertainment costs including movies, liquor, or bar costs.

CERTIFICATE OF ADOPTION

The foregoing Travel and Expense Reimbursement Policy was duly adopted by the Board of Directors of Incito Schools effective as of 8th of June, 2011.

INCITO SCHOOLS

BY: A Castillo
APRIL CASTILLO
Its: President

t

INCITO SCHOOLS

WHISTLEBLOWER POLICY

Incito Schools (the "Corporation") promotes ethical conduct, transparency and compliance with the law. Should any person know of, or have a suspicion about, illegal or unethical conduct in connection with the finances or other aspect of the Corporation's operations, that person should inform the Chairman. If the alleged wrongdoing concerns the Chairman, then another Officer or Director of the Corporation should be notified instead.

Should the Chairman or another Officer or Director of the Corporation receive information regarding alleged illegal or unethical conduct in connection with the finances or other aspect of operations, those Officers or Directors shall inform the full Board of Directors. The Board of Directors shall investigate all credible allegations at all times respecting the privacy and reputation of individuals involved.

There will be no punishment or other retaliation for the reporting of conduct pursuant to this policy. If the person providing the information requests anonymity, this request will be respected to the extent that doing so does not impede any investigation.

CERTIFICATE OF ADOPTION

The foregoing Whistleblower Policy was duly adopted by the Board of Directors of the Corporation effective as of 8th of June, 2011.

INCITO SCHOOLS

BY: A Castillo
APRIL CASTILLO
Its: President

MINUTES OF ORGANIZATIONAL MEETING OF DIRECTORS

OF INCITO SCHOOLS

The organizational meeting of the Board of Directors of Incito Schools, an Arizona nonprofit corporation organized and existing under the laws of the State of Arizona (the "Corporation"), was held at Phoenix, Arizona, on the 8th day of June, 2011, at 4:30 p.m., pursuant to notice to all of the directors of the corporation and public notice as required by Arizona's Open Meeting Law.

1. Attendance. The following directors of the Corporation were present:

- April Castillo
- Amanda Jelleson
- Kristina Vasquez

No directors were absent.

2. Presiding Officers and Quorum. April Castillo called the meeting to order and acted as Chair thereof, and Amanda Jelleson acted as secretary of the meeting. The Chair announced that a quorum of the directors was present, and that the meeting, having been duly convened, was ready to proceed with its business.

3. Articles of Incorporation. The Chair stated that the original Articles of Incorporation had been filed in the Secretary of State of Arizona on June 6, 2011. The Chair presented to the meeting the original Articles of Incorporation, showing the filing date, and the Secretary was directed to insert the articles in the minute book of the Corporation. On motion duly made and unanimously carried, the following resolution was adopted:

RESOLVED, that the Articles of Incorporation of this Corporation as prepared by counsel and filed with the Arizona Corporation Commission are hereby approved and ordered made a part of the records of this Corporation, and that all actions taken by the incorporator in connection therewith are hereby ratified, approved and confirmed.

4. Adoption of Bylaws. The matter of the adoption of bylaws for the regulation of the Corporation was next considered. The Chair presented to the meeting a form of bylaws prepared by counsel and recommended that the same be adopted as the Bylaws of the Corporation. On motion duly made and unanimously carried, the following resolution was adopted:

RESOLVED, that the Bylaws of this Corporation, as prepared by counsel and in the form preceding these minutes, are hereby adopted as the Bylaws of this Corporation.

5. Appointment of Additional Directors. The directors next considered the appointment of additional directors to the Board. On motion duly made and unanimously carried, the following resolution was adopted:

RESOLVED, that the following persons are hereby elected directors of this corporation to serve until the first annual meeting of the Board of Directors or until their respective successors are duly elected or appointed:

April Castillo
Amanda Jelleson
Kristina Vasque

6. Classification of Directors for Purposes of Staggering Terms. The directors next considered the matter of the classifying directors for purposes of implementing staggered director terms as provided for in the Bylaws. On motion duly made and unanimously carried, the following resolution was adopted:

RESOLVED, that the members of the Board of Directors are herewith classified according to term as follows:

Class 1. (Expiring at 20012 Annual Meeting):

Kristina Vasquez

Class 2. (Expiring at 2013 Annual Meeting):

Amanda Jelleson

Class 3. (Expiring at 2014 Annual Meeting):

April Castillo

7. Election of Officers. The meeting then proceeded to the election of officers. Upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that the following persons are hereby elected officers of this Corporation to the offices set forth opposite their respective names, to serve until the first annual meeting of the Board of Directors, or until their respective successors have been duly elected or appointed:

April Castillo, President
Amanda Jelleson, Vice President
Kristina Vasquez, Secretary/Treasurer

8. Adoption of Governance Policies. The meeting then proceeded to review the proposed governance policies prepared by the Corporation's counsel. Upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that each of the following policies are adopted as the policies of the Corporation:

- Conflicts of Interest Policy
- Record Retention Policy
- Whistleblower Policy
- Travel and Expense Reimbursement Policy
- Form 990 Review Policy

9. Depository of Funds. To provide for a depository for the funds of the Corporation and to authorize certain officers to deal with the corporate funds, the following resolutions were adopted upon motion duly made, seconded and carried:

RESOLVED, that National Bank of Arizona is hereby designated as depository for bank accounts in the name of this Corporation, with any two of the President, Vice President, Secretary and Treasurer of this Corporation as authorized signatories.

RESOLVED, that the Treasurer of this Corporation is hereby directed to furnish said depository with a certified copy of said resolutions and certified specimens of the signatures, and that said depository may rely on this resolution until receipt by them of a certified copy of a resolution by the Board of Directors of this Corporation revoking or modifying the same.

10. Application for Tax Exempt Status. The meeting then proceeded to the matter of having the Corporation apply for recognition of tax exempt status as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Chair reported that such Code section allows organizations organized and operated exclusively for charitable and educational purposes. The Chair also reported that it was necessary for the Corporation to file an application for recognition of its exempt status on Form 1023 with the Internal Revenue Service. Accordingly, the following resolution was adopted upon motion duly made, seconded and carried:

RESOLVED, that this Corporation shall cause its attorneys to forthwith process an application for tax exemption under IRC Section 501(c)(3) and in connection therewith the appropriate officers of this Corporation are hereby authorized and directed to execute application forms, powers of attorney and any other necessary documents.

11. Adjournment. There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 5:13 pm.

Kristina Vasquez, Secretary

executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by the ANCA or directed by the Board of Directors, the President may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Section 4. Loans. No monies shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board of Directors may select.

ARTICLE IX
PROHIBITION AGAINST DISCRIMINATION

The Corporation shall not discriminate on the basis of race, sex, age, national or ethnic origin or religion in the administration of its educational policies, admissions policies, athletic or other school-administered programs or employment policies.

ARTICLE X
AMENDMENTS

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority (51%) of the Directors then in office at any regular or special meeting thereof.

Section 2. Implied Amendment. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Certified a true and correct copy of the Bylaws adopted on the 8th day of June, 2011, by the Board of Directors of Incito Schools.

Kristina Vasquez, Secretary