

Arizona State Board for Charter Schools

Arizona State Board of Education

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

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

www.asbcs.az.gov



CHARTER HOLDER STATUS AMENDMENT REQUEST

(Charter Holder Name) Arizona Academy of Leadership, Inc. (CTDS) 078556000

(Charter Holder Mailing Address) 5806 South 35th Avenue, Building E

(City, State) Phoenix, Arizona (Zip) 85041

(Charter Representative's Name) Tanae Morrison

(Phone Number) 602-692-4914 (Fax Number) 866-612-2196

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) See attached Exhibit A.

Included are the following:

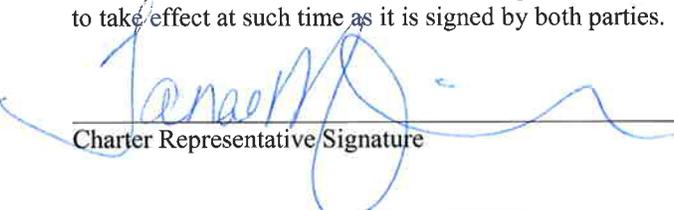
- Board minutes approving the change (minutes must comply with Open Meeting Law ARS §38-431.01)
- Copy of amendment to Articles of Incorporation filed with the Arizona Corporation Commission
- * Additional materials may be requested as required by the type of request

The Arizona State Board for Charter Schools and Arizona Academy of Leadership, Inc. (Charter Holder), herein agree to amend the terms of the charter contract as follows:

FROM: Arizona Academy of Leadership, Inc. as Charter Holder

TO: Morrison Education Group, Inc. as Charter Holder

In witness whereof, Charter Holder has signed this contract amendment as of this 27th day of May, 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

EXPLANATION
FOR
CHARTER HOLDER STATUS AMENDMENT REQUEST
FOR
ARIZONA ACADEMY OF LEADERSHIP

Arizona Academy of Leadership, Inc. ("AAL") is requesting that the Arizona State Board for Charter Schools ("ASBCS") approve the assignment of its Sun Valley Charter School charter contract (CTD #078556000, referred to herein as the "Sun Valley Charter") to Morrison Education Group, Inc. ("MEG"), another Arizona nonprofit corporation closely affiliated with AAL.

AAL currently holds two charter contracts with the ASBCS, one for its charter-school operations in Tucson, Arizona, dated May 9, 2007 (the "Tucson Charter") and one for its charter-school operations in Phoenix, the Sun Valley Charter, dated April 24, 2009. The Tucson Charter currently operates charter schools at three school sites in Tucson, serving grades kindergarten through eight and the Sun Valley Charter is opening its first charter school in south Phoenix during August 2009 to serve students grades kindergarten through eight.

One of the schools AAL operates in Tucson is located at 5660 South 12th Avenue. Although AAL currently leases the property, its current lease expires on June 30, 2009, and AAL is in the process of purchasing the property. The purchase will provide the school and its students with a permanent home. However, in order to complete the financing of the property purchase, the investor is requiring that AAL transfer the Sun Valley Charter to MEG.

AAL has maintained the same directors on its board since its inception in 2005. The five directors are Ms. Tonya Strozier, President, Ms. Tanae M. Morrison, Vice President, Mr. Ron Burton, Treasurer, Ms. Randiesia Riggs, Secretary, and Ms. Crystal Brooks. AAL has also maintained the same management since its inception, directed by Ms. Tonya Strozier and supported closely by Mr. Kelvin Strozier and Ms. Tanae Morrison.

The Board of Directors for both MEG and AAL will comprise the same five directors. The management of MEG will be lead by Ms. Tanae Morrison, closely supported by Ms. and Mr. Strozier. Nothing contained in the Sun Valley Charter application will change and the operations of Sun Valley Charter School will remain the same. The only change will be the entity that holds the charter contract.

Finally, all of the current assets and liabilities associated with the Sun Valley Charter will become the assets and liabilities of MEG, although the liabilities will be guaranteed by AAL.

The ASBCS' approval of AAL's requested assignment will permit AAL to purchase its current campus in Tucson and create a permanent home for its students, while allowing Sun Valley Charter School to open as planned under the same board of directors and management.

ARIZONA ACADEMY OF LEADERSHIP, INC.

MEETING MINUTES

CORPORATE BOARD MEETING

Wednesday, May 27, 2009

Location: 40 West Fort Lowell Road
Tucson, Arizona 85705

Time: 2:00 p.m.

Board Members Present: Tonya Strozier, Ron Burton, Randiesia Riggs, Crystal Brooks and Tanae Morrison (via telephone)

The meeting was called to order.

It was determined that a quorum of directors was present.

A motion was made by Tonya Strozier and duly seconded by Crystal Brooks to adopt the agenda and the motion was unanimously approved.

NEW BUSINESS

APPROVAL AND AUTHORIZATION OF TRANSFER AND ASSIGNMENT OF SUN VALLEY CHARTER SCHOOL (PHOENIX) CHARTER CONTRACT TO MORRISON EDUCATION GROUP

A motion was made by Crystal Brooks and duly seconded by Ron Burton to authorize and approve the transfer and assignment of the Sun Valley Charter School (Phoenix) charter contract (CTD #078556000), from Arizona Academy of Leadership, Inc., an Arizona nonprofit corporation, to Morrison Education Group, Inc., an Arizona nonprofit corporation, and authorize Tonya Strozier and/or Tanae Morrison to take all necessary steps to implement this approved action on behalf of this board, including completing any necessary amendments, assignments, documents and forms, executing the same and delivering or filing all required amendments, assignments, documents and forms with third parties and the Arizona State Board for Charter Schools as quickly as Arizona State Board for Charter School's policy and procedures and Arizona state law permits. Tanae Morrison abstained from voting on this motion. The motion passed unanimously.

APPROVAL AND AUTHORIZATION RELATED TO THE CSP GRANT FOR THE SUN VALLEY CHARTER SCHOOL (PHOENIX) CHARTER

A motion was made by Ron Burton and duly seconded by Crystal Brooks to authorize Tonya Strozier and/or Tanae Morrison to take all necessary steps to amend, modify or

otherwise handle any changes or issues related to the application for the CSP Grant for the Sun Valley Charter School (Phoenix) charter contract (CTD #078556000), including completing any necessary agreements, amendments, assignments, documents and forms, executing the same and delivering or filing all required agreements, amendments, assignments, documents or forms with any third parties. The motion passed unanimously.

ADJOURNMENT

A motion was made by Tonya Strozier and duly seconded by Randiesia Riggs to adjourn the meeting. The motion passed unanimously.

MORRISON EDUCATION GROUP, INC.

MEETING MINUTES

CORPORATE BOARD MEETING

Wednesday, May 27, 2009

Location: 40 West Fort Lowell Road
Tucson, Arizona 85705

Time: 2:15 p.m.

Board Members Present: Tonya Strozier, Ron Burton, Randiesia Riggs, Crystal Brooks and Tanae Morrison (via telephone)

The meeting was called to order.

It was determined that a quorum of directors was present.

A motion was made by Ron Burton and duly seconded by Tonya Strozier to adopt the agenda and the motion was unanimously approved.

NEW BUSINESS

APPROVAL AND AUTHORIZATION OF ACCEPTANCE OF THE TRANSFER AND ASSIGNMENT OF SUN VALLEY CHARTER SCHOOL (PHOENIX) CHARTER CONTRACT TO MORRISON EDUCATION GROUP

A motion was made by Randiesia Riggs and duly seconded by Crystal Brooks to authorize and approve the acceptance of the transfer and assignment of the Sun Valley Charter School (Phoenix) charter contract (CTD #078556000), from Arizona Academy of Leadership, Inc., an Arizona nonprofit corporation, to Morrison Education Group, Inc., an Arizona nonprofit corporation, and authorize Tonya Strozier and/or Tanae Morrison to take all necessary steps to implement this approved action on behalf of this board, including completing any necessary amendments, assignments, documents and forms, executing the same and delivering or filing all required amendments, assignments, documents and forms with third parties and the Arizona State Board for Charter Schools as quickly as Arizona State Board for Charter School's policy and procedures and Arizona state law permits. Tanae Morrison abstained from voting on this motion. The motion passed unanimously.

APPROVAL, AUTHORIZATION AND RATIFICATION OF TANAE MORRISON AS THE CHARTER REPRESENTATIVE FOR THE SUN VALLEY CHARTER SCHOOL (PHOENIX) CHARTER CONTRACT

A motion was made by Crystal Brooks and duly seconded by Ron Burton to authorize, approve and ratify Tanae Morrison as the continuing Charter Representative for the Sun Valley Charter School (Phoenix) charter contract (CTD #078556000) and that we authorize Tonya Strozier and/or Tanae Morrison to take all necessary steps to implement this approved action on behalf of this board, including completing any necessary agreements, amendments, assignments, documents and forms, executing the same and delivering or filing all required agreements, amendments, assignments, documents or forms with third parties and the Arizona State Board for Charter Schools as quickly as Arizona State Board for Charter School's policy and procedures and Arizona state law permits. Tanae Morrison abstained from voting on this motion. The motion passed unanimously.

APPROVAL AND AUTHORIZATION RELATED TO THE CSP GRANT FOR THE SUN VALLEY CHARTER SCHOOL (PHOENIX) CHARTER

A motion was made by Ron Burton and duly seconded by Crystal Brooks to authorize Tonya Strozier and/or Tanae Morrison to take all necessary steps to amend, modify or otherwise handle any changes or issues related to the application for the CSP Grant for the Sun Valley Charter School (Phoenix) charter contract (CTD #078556000), including completing any necessary agreements, amendments, assignments, documents and forms, executing the same and delivering or filing all required agreements, amendments, assignments, documents or forms with any third parties. The motion passed unanimously.

ADJOURNMENT

A motion was made by Tonya Strozier and duly seconded by Ron Burton to adjourn the meeting. The motion passed unanimously.

ARTICLES OF INCORPORATION
OF
MORRISON EDUCATION GROUP, INC.
(an Arizona nonprofit corporation)

ARTICLE I – NAME

The name of the Corporation shall be Morrison Education Group, Inc.

ARTICLE II – PURPOSE

A. The Corporation is formed to operate exclusively for charitable, research and educational purposes, and to conduct any and all lawful business for which non-profit corporations may be incorporated under the laws of Arizona, as they may be amended from time to time.

B. The specific purpose for which the Corporation is formed is to organize, conduct and operate educational services for children and adults, including, without limitation, private schools and public charter schools, leadership education and community services, and any similar activities and all acts incidental thereto.

C. The Corporation is organized only for charitable, educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“the Code”), including distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code and initially for the purposes set forth in subparagraph B of this Article II. Regardless of other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted for a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or for a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

D. No substantial part of the Corporation’s activities shall be to carry on propaganda or attempt to influence legislation, nor shall the Corporation participate in any political campaign for any candidate for public office, including the publishing or distribution of statements.

E. The Corporation shall not be for profit or pecuniary gain and shall have no capital stock or shares; and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any Officer or Director of the Corporation, any private individual or be appropriated for any purposes other than the purposes of the Corporation as set forth herein; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation set forth herein.

ARTICLE III – BOARD OF DIRECTORS

A Board of Directors, composed of not less than three Directors and not more than nine Directors (or such other greater or lesser number as provided by the Corporation's Bylaws), shall conduct the affairs of the Corporation and be responsible for the governance and operation of the Corporation. The names and addresses of the Corporation's initial Board of Directors are:

Tonya R. Strozier, 6262 South Sun View Way, Tucson, Arizona 85706;
Tanae M. Morrison, 5305 West Jessica Lane, Laveen, Arizona 85339;
Ronnie L. Burton, Sr., 9671 East Paseo San Ardo, Tucson, Arizona 85747;
Randiesia A. Riggs, 5760 South Mahan Drive, Tucson, Arizona 85746; and
Crystal J. Brooks, 7128 East 28th Street, Tucson, Arizona 85710.

ARTICLE IV – STATUTORY AGENT

The name and address of the statutory agent of the Corporation is: Warren & Banker, PLC, 4300 North Miller Road, Suite 141, Scottsdale, Arizona 85251.

ARTICLE V – PRINCIPAL OFFICE

The address of the office of the Corporation is 6262 South Sun View Way, Tucson, Arizona 85706.

ARTICLE VI – INCORPORATOR

The name and address of the incorporator is Tonya R. Strozier, 6262 South Sun View Way, Tucson, Arizona 85706.

ARTICLE VII – MEMBERS

The Corporation shall not have members.

ARTICLE VIII – DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IX – DISSOLUTION

Upon 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, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by the Superior Court

of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as such Court shall determine and as permitted by applicable law.

ARTICLE X – PRIVATE PROPERTY

The private property of the Directors, School Board members, committee members and Officers of the Corporation shall be forever exempt from the debts, obligations and liabilities of the Corporation.

ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify its Directors, School Board members, committee members and Officers, in all circumstances and to the maximum extent permitted by Arizona law then in effect, against any costs or expenses, including, without limitation, attorneys' fees, judgments, fines, penalties, taxes, interest, and amounts paid in settlement, actually incurred by reason of the fact that he or she is or was a Director, School Board member, committee member or Officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, committee member or agent of another corporation, partnership, company, joint venture, trust or other entity or organization.

ARTICLE XII – DIRECTOR LIABILITY

A Director, School Board member or committee member of the Corporation shall not be personally liable to the Corporation for breach of his or her fiduciary duty as a Director, School Board member or committee member, nor for any action taken or failure to take any action in his or her corporate capacity. This Article shall eliminate the liability of Directors, School Board members and committee members to the maximum extent permitted by Arizona law then in effect, but shall not eliminate or limit the liability of a Director, School Board member or committee member for the acts or omissions specified in Arizona Revised Statutes Section 10-3202.B.1. Any repeal or modification of this Article shall not increase the liability of a Director, School Board member or committee member of the Corporation arising out of acts or omissions occurring before the repeal or modification becomes effective.

ARTICLE XII – DISCRIMINATION PROHIBITED

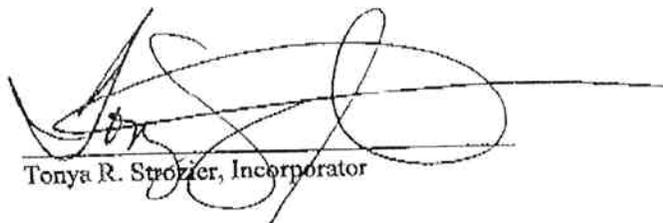
In rendering its functions and in exercising its purposes, the Corporation shall not practice or permit unlawful discrimination on the basis of race, color, religion, sex, national origin, age or disability.

ARTICLE XIV – AMENDMENT

These Articles of Incorporation may be amended or restated by a two-thirds vote of the Board of Directors of the Corporation or as otherwise provided by the Corporation's Bylaws, provided that these Articles of Incorporation may not be amended or restated so as to cause a

determination that the Corporation is no longer an organization qualifying under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

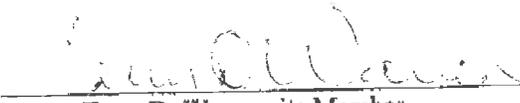
EXECUTED this 26th day of May, 2009.


Tonya R. Storzler, Incorporator

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned acknowledges and accepts appointment as statutory agent of MORRISON EDUCATION GROUP, INC., this 26 day of May, 2009.

WARREN & BANKER, PLC, an Arizona professional limited liability company

By: 
Terry D. Warren, its Member