COMMISSIONERS
BOB STUMP – Chairman
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BRENDA BURNS
BOB BURNS
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ARIZONA CORPORATION COMMISSION

JODI JERICH
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

April 3, 2014

ELLIS M CARTER
849 N 3RD AVE
PHOENIX, AZ 85003

RE: NEW AMERICA SCHOOL - PHOENIX
File Number: 18840409

We are pleased to notify you that your Amendment to Articles of Incorporation for the above-referenced corporation HAS BEEN APPROVED.

You must publish a copy of the Amendment. 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 is posted on the Commission website, www.azcc.gov/Divisions/Corporations.

Publication must be completed WITHIN 60 DAYS after April 3, 2014, 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 will receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

TO SUBSCRIBE TO THE ANNUAL REPORT EMAIL REMINDER SERVICE, GO ONLINE TO WWW.AZCC.GOV/DIVISIONS/CORPORATIONS, THEN CLICK ON THE LINK TO SEARCH FOR YOUR ENTITY. ON YOUR ENTITY'S PAGE, CLICK ON THE BUTTON FOR "SUBSCRIBE TO ANNUAL REPORT EMAIL REMINDER." IF YOU CHOOSE NOT TO SUBSCRIBE, YOU WILL NOT RECEIVE ANY REMINDER AT ALL FROM THE COMMISSION.

We strongly recommend that 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.

CF:11
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AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

MAR 31 2014

FILE NO -1884040-9

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE CONCERNING RESTATED ARTICLES OF INCORPORATION

NONPROFIT CORPORATION

Read the Instructions C013I

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
   THE NEW AMERICA SCHOOL-ARIZONA

2. **A.C.C. FILE NUMBER:** -1884040-9
   Find the A.C.C. file number on the upper corner of filed documents OR on our website at: http://www.azcc.gov/Divisions/Corporations

3. **DATE OF ADOPTION** - date on which the restated Articles were adopted: 3/18/14

4. **APPROVAL OF RESTATED ARTICLES** – check 4.1 *or* 4.2 (not both) and follow instructions:
   - 4.1 ☒ The restated Articles were approved by the **board of directors without member or third person action**, and the approval of members or any other persons was not required – go to number 6.
   - 4.2 ☐ The restated Articles contain one or more **amendments that required approval by members and/or other persons** – continue with number 5.

5. **APPROVAL OF AMENDMENTS** – If 4.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:
   - ☐ Approved by members.
   - ☐ Approved by other person(s) as required by the Articles of Incorporation.

6. **The Restated Articles or Amended and Restated Articles must be attached to this Certificate.**

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☑ I ACCEPT

Signature: Frank Riggs — Printed Name: Frank Riggs — Date (mm/dd/yyyy): 3-26-14

REQUIRED – check only one:

☐ I am the Chairman of the Board of Directors of the corporation filing this document.	☒ I am a duly-authorized Officer of the corporation filing this document.	☐ I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.

Filing Fee: $25.00 (regular processing) Expedited processing – add $35.00 to filing fee. All fees are nonrefundable - see instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

ARTICLES OF INCORPORATION

OF

THE NEW AMERICA SCHOOL - ARIZONA

Pursuant to the provisions of Sections 10-11002, 10-11006, and 10-11007 of the Arizona Revised Statutes, the undersigned corporation adopts the following amendments and restatement of its Articles of Incorporation:

FIRST: The name of the Corporation is "The New America School - Arizona."

SECOND: The document attached hereto as Exhibit "A" sets forth a restatement of the Articles of Incorporation, which contain amendments to the Articles of Incorporation including a change to the corporation's name from The New America School - Arizona to New America School - Phoenix.

THIRD: The document attached hereto as Exhibit "A" was duly adopted by an act of the board of directors of the Corporation on the 18th day of March, 2014.

DATED: Mar. 27, 2014.

Frank Riggs, Chair

EXHIBIT A

ARTICLES OF AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION OF NEW AMERICA SCHOOL - PHOENIX

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of New America School - Phoenix, all pursuant to the Arizona Nonprofit Corporation Act, Sections 10-3101 through 10-11702 of the Arizona Revised Statutes ("ANCA").

ARTICLE I
NAME

The name of the corporation is "New America School - Phoenix." The corporation is hereafter referred to as 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 of 1986 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

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.

ARTICLE VI
AMENDMENT

These Articles of Incorporation may be amended by the directors of the Corporation by a majority vote (51%) of the number of directors at a meeting at which a quorum is present, provided no amendment shall substantially change the original purposes of the Corporation.

ARTICLE VII
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 VIII
PRINCIPAL OFFICE; REGISTERED OFFICE; REGISTERED AGENT

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

ARTICLE IX
DIRECTOR 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.

CERTIFICATION

The undersigned officer of New America School - Phoenix hereby certifies that the foregoing Amended and Restated Articles of Incorporation do not contain amendments to the Articles of Incorporation requiring member approval, and that said Amended and Restated Articles of Incorporation were adopted by the Board of Directors in accordance with Section 10-11002 and 10-11003 of the ANCA.

DATED: Mar. 27, 2014.

Frank Riggs, Chair

CONSENT OF STATUTORY AGENT

OF

NEW AMERICA SCHOOL - PHOENIX

The undersigned, having been named in the Amended and Restated Articles of Incorporation of New America School - Phoenix as its agent for service of process for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts the appointment.

DATED: 31st day of March, 2014

CLG SERVICES, LLC.

By: Ellis Carter, Esq.
Its: Manager