COMMISSIONERS
BOB STUMP – Chairman
GARY PIERCE
BRENDA BURNS
BOB BURNS
SUSAN BITTER SMITH

JODI JERICH
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

ARIZONA CORPORATION COMMISSION

January 6, 2014

CARA LAWRENCE
HEIZER PAUL GRUESKIN LLP
2401 15TH ST STE 300
DENVER, CA 80202

RE: THE NEW AMERICA SCHOOL-ARIZONA
File Number: 18840409

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 is available on the Commission website, www.azcc.gov/Divisions/Corporations.

Publication must be completed WITHIN 60 DAYS after January 6, 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.

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.

CF:04
REV. 01/2009

AZ Corp. Commission
04483306

AZ CORPORATION COMMISSION
FILED

DEC 23 2013

FILE NO. 1884040-9

ARTICLES OF INCORPORATION
OF
THE NEW AMERICA SCHOOL – ARIZONA

AZ CORPORATION COMMISSION
FILED

NOV 25 2013

FILE NO. 18840409

ARTICLE I
Name

The corporation's name shall be "The New America School – Arizona."

ARTICLE II
Purposes and Restrictions

A. The corporation's purpose is to own and operate one or more public charter schools in the State of Arizona. The corporation is organized exclusively for charitable, scientific, or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future federal tax code ("Code"). The corporation may carry on any other lawful activity consistent with the provisions of these Articles, the Arizona Nonprofit Corporation Act ("Act"), and all other Arizona laws, rules and regulations relating to public charter schools.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors, or other private persons, and no officer or director of the corporation, or any other private individual, shall be entitled to share in any distribution of any corporate assets on dissolution of the corporation or otherwise, except 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 set forth in these Articles. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Code.

C. Upon dissolution of the corporation, its remaining assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

D. Notwithstanding any other provision of these Articles of Incorporation, if the corporation is at any time a private foundation as defined in §509 of the Code, the following provisions shall apply:

i. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to the tax imposed under §4942 of the Code.

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ii. The corporation shall not engage in any act of self dealing, as defined in §4941(d) of the Code.

iii. The corporation shall not retain any excess business holdings, as defined in §4943(c) of the Code.

iv. The corporation shall not make any investments in such a manner as to subject it to the tax imposed under §4944 of the Code.

v. The corporation shall not make any taxable expenditures, as defined in §4945(d) of the Internal Revenue Code.

vi. The corporation shall not engage in the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE III
Elimination of Certain Liabilities of Directors

No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the corporation for monetary damages shall be eliminated or limited on account of any of the following: (a) any breach of the director's duty of loyalty to the corporation; (b) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (c) the director's assent to or participation in a loan by the corporation to any director or officer of the corporation; or (d) any transaction in which the director received improper personal benefit.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IV
Board of Directors/Members

The affairs and management of the corporation shall be under the control of the Board of Directors. The corporation shall have no voting members and no capital stock.

ARTICLE V
Bylaws

The Board of Directors shall have the power to adopt, revise, amend and revoke such bylaws as they may deem proper for the management of the affairs of the corporation.

ARTICLE VI
Amendment to Articles of Incorporation

These Articles may be altered, amended or repealed, in whole or in part, and new Articles may be adopted by the Board of Directors; provided, however, that these Articles may only be

amended or altered in a manner which would not disqualify the corporation under §501(c)(3) of the Code. The adoption of new Articles or the alteration, amendment or repeal of the Articles shall require an affirmative vote of two thirds of those Directors who may vote on such as matters as set forth in the bylaws.

ARTICLE VII
Initial Board of Directors

The names and addresses of the initial members of the Board of Directors are as follows:

Edward J. Ryan, Jr., 6335 E. Kathleen Road, Scottsdale, Arizona, 85254

Patricia Reynolds, 16119 W. Morning Glory St., Goodyear, Arizona, 85338

Bettina Nava, 5736 N. 2nd Ave., Phoenix, Arizona, 85013

Frank Riggs, 37486 N. 102nd St., Goodyear, Arizona 85338

ARTICLE VIII
Principal Place of Business/Statutory Agent

The Corporation's principal place of business is 37486 N. 102nd St., Goodyear, Arizona 85338. Its Statutory Agent is Frank Riggs, and the Statutory Agent's address is 37486 N. 102nd St., Goodyear, Arizona 85338.

ARTICLE IX
Incorporator

The incorporator is Craig Cook, 925 S. Niagara Street, Suite 140, Denver, Colorado 80224

I acknowledge under penalties of perjury that this document together with any attachments is submitted in compliance with Arizona Law.

☑ I ACCEPT

Signature

CRAIG COOK 10/22/2012

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

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002I

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

THE NEW AMERICA SCHOOL - ARIZONA

2. **A.C.C. FILE NUMBER** (If entity is already incorporated or registered in AZ): _____
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. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity):

FRANK RIGGS

3.1 Check one box:
- [x] The statutory agent is an **Individual** (natural person).
- [ ] The statutory agent is an **Entity**.

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

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	Printed Name	Date
Frank Riggs	FRANK RIGGS	10-8-13

REQUIRED – check only one:

[x] **Individual as statutory agent:** I am signing on behalf of myself as the individual	[ ] **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing) Expedited processing – **(available only if this form is submitted by itself)** 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.

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

CERTIFICATE OF DISCLOSURE

Read the Instructions C003I

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

THE NEW AMERICA SCHOOL - ARIZONA

2. **A.C.C. FILE NUMBER** (If already incorporated or registered in AZ): _____
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. **Check only one of the following to indicate the type of Certificate:**
   - ☒ Initial (accompanies formation or registration documents)
   - ☐ Annual (credit unions and loan companies only)
   - ☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:
Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	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 signing of this certificate?	☐ Yes	☒ No
4.2	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 signing of this certificate?	☐ Yes	☒ No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	☐ Yes	☒ No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:		
5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership **of the other corporation?**	☐ Yes	☒ No
5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C004.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

CRAIG COOK
Name

925 S. NIAGARA STREET
Address 1

SUITE 140
Address 2

DENVER | CO | 80224
City | State | Zip

UNITED STATES
Country

SIGNATURE – *see Instructions C003I:*

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

Craig Cook 10/22/2013 | 10/22/2013
Printed Name | Date

REQUIRED – check only one:

- ☒ **Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** – I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City | State | Zip

Country

SIGNATURE – *see Instructions C003I:*

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

Printed Name | Date

REQUIRED – check only one:

- ☐ **Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** – I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (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.

HEIZER
PAUL
LLP

Cara B. Lawrence
Direct Dial: 303-376-3714
clawrence@hpfirm.com

December 19, 2013

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Arizona Corporation Commission
Attn: Corporate Filing Section
1300 W. Washington St.
Phoenix, AZ 85007

Re: The New America School - Arizona

Dear Sir or Madam,

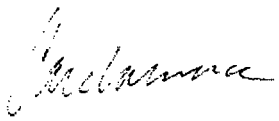
This letter is a **corrected** submission of Articles of Incorporation for The New America School-Arizona.

Enclosed please find the following documents for The New America School – Arizona: (i) cover sheet; (ii) Articles of Incorporation for a Nonprofit Corporation, including an attachment; (iii) a Statutory Agent Acceptance, and (iv) a Certificate of Disclosure. The $90.00 for the filing fee, which is for the $75.00 expedited fee, plus a Certificate of Good Standing and a Certified Copy of the Articles of Incorporation, was mailed with the prior submission and has been retained by your office.

Please don't hesitate to contact me with any questions you may have.

Sincerely,

HEIZER PAUL LLP



By: Cara B. Lawrence

STATE OF ARIZONA

Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF INCORPORATION

consisting of 6 pages, is a true and complete copy of the original of said document on file with this office for:

THE NEW AMERICA SCHOOL-ARIZONA
ACC file number: 1884040-9

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: January 6, 2014.

Jodi A. Jerich, Executive Director

By: Ann Backley
AR

AZ Corp. Commission
04483306

AZ CORPORATION COMMISSION
FILED

DEC 23 2013

FILE NO. 1884040-9

ARTICLES OF INCORPORATION OF THE NEW AMERICA SCHOOL – ARIZONA

AZ CORPORATION COMMISSION
FILED

NOV 25 2013

FILE NO. 18840409

ARTICLE I
Name

The corporation's name shall be "The New America School – Arizona."

ARTICLE II
Purposes and Restrictions

A. The corporation's purpose is to own and operate one or more public charter schools in the State of Arizona. The corporation is organized exclusively for charitable, scientific, or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future federal tax code ("Code"). The corporation may carry on any other lawful activity consistent with the provisions of these Articles, the Arizona Nonprofit Corporation Act ("Act"), and all other Arizona laws, rules and regulations relating to public charter schools.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors, or other private persons, and no officer or director of the corporation, or any other private individual, shall be entitled to share in any distribution of any corporate assets on dissolution of the corporation or otherwise, except 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 set forth in these Articles. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Code.

C. Upon dissolution of the corporation, its remaining assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

D. Notwithstanding any other provision of these Articles of Incorporation, if the corporation is at any time a private foundation as defined in §509 of the Code, the following provisions shall apply:

i. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to the tax imposed under §4942 of the Code.

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ii. The corporation shall not engage in any act of self dealing, as defined in §4941(d) of the Code.

iii. The corporation shall not retain any excess business holdings, as defined in §4943(c) of the Code.

iv. The corporation shall not make any investments in such a manner as to subject it to the tax imposed under §4944 of the Code.

v. The corporation shall not make any taxable expenditures, as defined in §4945(d) of the Internal Revenue Code.

vi. The corporation shall not engage in the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE III
Elimination of Certain Liabilities of Directors

No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the corporation for monetary damages shall be eliminated or limited on account of any of the following: (a) any breach of the director's duty of loyalty to the corporation; (b) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (c) the director's assent to or participation in a loan by the corporation to any director or officer of the corporation; or (d) any transaction in which the director received improper personal benefit.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IV
Board of Directors/Members

The affairs and management of the corporation shall be under the control of the Board of Directors. The corporation shall have no voting members and no capital stock.

ARTICLE V
Bylaws

The Board of Directors shall have the power to adopt, revise, amend and revoke such bylaws as they may deem proper for the management of the affairs of the corporation.

ARTICLE VI
Amendment to Articles of Incorporation

These Articles may be altered, amended or repealed, in whole or in part, and new Articles may be adopted by the Board of Directors; provided, however, that these Articles may only be

amended or altered in a manner which would not disqualify the corporation under §501(c)(3) of the Code. The adoption of new Articles or the alteration, amendment or repeal of the Articles shall require an affirmative vote of two thirds of those Directors who may vote on such as matters as set forth in the bylaws.

ARTICLE VII
Initial Board of Directors

The names and addresses of the initial members of the Board of Directors are as follows:

Edward J. Ryan, Jr., 6335 E. Kathleen Road, Scottsdale, Arizona, 85254

Patricia Reynolds, 16119 W. Morning Glory St., Goodyear, Arizona, 85338

Bettina Nava, 5736 N. 2nd Ave., Phoenix, Arizona, 85013

Frank Riggs, 37486 N. 102nd St., Goodyear, Arizona 85338

ARTICLE VIII
Principal Place of Business/Statutory Agent

The Corporation's principal place of business is 37486 N. 102nd St., Goodyear, Arizona 85338. Its Statutory Agent is Frank Riggs, and the Statutory Agent's address is 37486 N. 102nd St., Goodyear, Arizona 85338.

ARTICLE IX
Incorporator

The incorporator is Craig Cook, 925 S. Niagara Street, Suite 140, Denver, Colorado 80224

I acknowledge under penalties of perjury that this document together with any attachments is submitted in compliance with Arizona Law.

☑ I ACCEPT

Signature

CRAIG COOK 10/22/2012

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

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002I

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

THE NEW AMERICA SCHOOL - ARIZONA

2. **A.C.C. FILE NUMBER** (If entity is already incorporated or registered in AZ): _____
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. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity):

FRANK RIGGS

3.1 **Check one box:** ☒ The statutory agent is an **Individual** (natural person).
☐ The statutory agent is an **Entity**.

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

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: 10-8-13

REQUIRED – check only one:

☒ **Individual as statutory agent:** I am signing on behalf of myself as the individual	☐ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing) Expedited processing – **(available only if this form is submitted by itself)** 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.
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If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

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

CERTIFICATE OF DISCLOSURE

Read the Instructions C003I

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

THE NEW AMERICA SCHOOL - ARIZONA

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____
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. **Check only one of the following to indicate the type of Certificate:**
   - [x] Initial (accompanies formation or registration documents)
   - [ ] Annual (credit unions and loan companies only)
   - [ ] Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:
Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	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 signing of this certificate?	[ ] Yes	[x] No
4.2	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 signing of this certificate?	[ ] Yes	[x] No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	[ ] Yes	[x] No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:		
5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership **of the other corporation?**	☐ Yes	☒ No
5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

CRAIG COOK
Name

925 S. NIAGARA STREET
Address 1

SUITE 140
Address 2

DENVER | CO | 80224
City | State | Zip

UNITED STATES
Country

SIGNATURE – *see Instructions C003I:*

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

Craig Cook10/22/2013 | 10/22/2013
Printed Name | Date

REQUIRED – check only one:

- ☒ **Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** – I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City | State | Zip

Country

SIGNATURE – *see Instructions C003I:*

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

Printed Name | Date

REQUIRED – check only one:

- ☐ **Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** – I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (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

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STATE OF ARIZONA

Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF INCORPORATION

consisting of 6 pages, is a true and complete copy of the original of said document on file with this office for:

THE NEW AMERICA SCHOOL-ARIZONA
ACC file number: 1884040-9

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: January 6, 2014.

Jodi A. Jerich, Executive Director

By: Ann Rackley
AR

AZ Corp. Commission
04483306

AZ CORPORATION COMMISSION
FILED

DEC 23 2013
FILE NO. 1884040-9

ARTICLES OF INCORPORATION OF THE NEW AMERICA SCHOOL – ARIZONA

AZ CORPORATION COMMISSION
FILED

NOV 25 2013

FILE NO. 18840409

ARTICLE I
Name

The corporation's name shall be "The New America School – Arizona."

ARTICLE II
Purposes and Restrictions

A. The corporation's purpose is to own and operate one or more public charter schools in the State of Arizona. The corporation is organized exclusively for charitable, scientific, or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future federal tax code ("Code"). The corporation may carry on any other lawful activity consistent with the provisions of these Articles, the Arizona Nonprofit Corporation Act ("Act"), and all other Arizona laws, rules and regulations relating to public charter schools.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors, or other private persons, and no officer or director of the corporation, or any other private individual, shall be entitled to share in any distribution of any corporate assets on dissolution of the corporation or otherwise, except 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 set forth in these Articles. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Code.

C. Upon dissolution of the corporation, its remaining assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

D. Notwithstanding any other provision of these Articles of Incorporation, if the corporation is at any time a private foundation as defined in §509 of the Code, the following provisions shall apply:

i. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to the tax imposed under §4942 of the Code.

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ii. The corporation shall not engage in any act of self dealing, as defined in §4941(d) of the Code.

iii. The corporation shall not retain any excess business holdings, as defined in §4943(c) of the Code.

iv. The corporation shall not make any investments in such a manner as to subject it to the tax imposed under §4944 of the Code.

v. The corporation shall not make any taxable expenditures, as defined in §4945(d) of the Internal Revenue Code.

vi. The corporation shall not engage in the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE III
Elimination of Certain Liabilities of Directors

No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the corporation for monetary damages shall be eliminated or limited on account of any of the following: (a) any breach of the director's duty of loyalty to the corporation; (b) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (c) the director's assent to or participation in a loan by the corporation to any director or officer of the corporation; or (d) any transaction in which the director received improper personal benefit.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IV
Board of Directors/Members

The affairs and management of the corporation shall be under the control of the Board of Directors. The corporation shall have no voting members and no capital stock.

ARTICLE V
Bylaws

The Board of Directors shall have the power to adopt, revise, amend and revoke such bylaws as they may deem proper for the management of the affairs of the corporation.

ARTICLE VI
Amendment to Articles of Incorporation

These Articles may be altered, amended or repealed, in whole or in part, and new Articles may be adopted by the Board of Directors; provided, however, that these Articles may only be

amended or altered in a manner which would not disqualify the corporation under §501(c)(3) of the Code. The adoption of new Articles or the alteration, amendment or repeal of the Articles shall require an affirmative vote of two thirds of those Directors who may vote on such as matters as set forth in the bylaws.

ARTICLE VII
Initial Board of Directors

The names and addresses of the initial members of the Board of Directors are as follows:

Edward J. Ryan, Jr., 6335 E. Kathleen Road, Scottsdale, Arizona, 85254

Patricia Reynolds, 16119 W. Morning Glory St., Goodyear, Arizona, 85338

Bettina Nava, 5736 N. 2nd Ave., Phoenix, Arizona, 85013

Frank Riggs, 37486 N. 102nd St., Goodyear, Arizona 85338

ARTICLE VIII
Principal Place of Business/Statutory Agent

The Corporation's principal place of business is 37486 N. 102nd St., Goodyear, Arizona 85338. Its Statutory Agent is Frank Riggs, and the Statutory Agent's address is 37486 N. 102nd St., Goodyear, Arizona 85338.

ARTICLE IX
Incorporator

The incorporator is Craig Cook, 925 S. Niagara Street, Suite 140, Denver, Colorado 80224

I acknowledge under penalties of perjury that this document together with any attachments is submitted in compliance with Arizona Law.

☑ I ACCEPT

Signature
CRAIG COOK 10/22/2012

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

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002I

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

THE NEW AMERICA SCHOOL - ARIZONA

2. **A.C.C. FILE NUMBER** (If entity is already incorporated or registered in AZ): _____
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. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity):

FRANK RIGGS

3.1 Check one box:
- [x] The statutory agent is an **Individual** (natural person).
- [ ] The statutory agent is an **Entity**.

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

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.

[x] I ACCEPT

Signature	Printed Name	Date
Frank Riggs	FRANK RIGGS	10-8-13

REQUIRED – check only one:

[x] **Individual as statutory agent:** I am signing on behalf of myself as the individual	[ ] **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing) Expedited processing – **(available only if this form is submitted by itself)** 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

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

CERTIFICATE OF DISCLOSURE

Read the Instructions C003I

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

THE NEW AMERICA SCHOOL - ARIZONA

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____
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. **Check only one of the following to indicate the type of Certificate:**
   - ☒ Initial (accompanies formation or registration documents)
   - ☐ Annual (credit unions and loan companies only)
   - ☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:
Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	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 signing of this certificate?	☐ Yes	☒ No
4.2	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 signing of this certificate?	☐ Yes	☒ No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	☐ Yes	☒ No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:		
5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership **of the other corporation?**	☐ Yes	☒ No
5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C004.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

CRAIG COOK
Name

925 S. NIAGARA STREET
Address 1

SUITE 140
Address 2

DENVER | CO | 80224
City | State | Zip

UNITED STATES
Country

SIGNATURE – *see Instructions C003I:*

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

Craig Cook10/22/2013 — 10/22/2013
Printed Name — Date

REQUIRED – check only one:

- ☒ **Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** – I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City | State | Zip

Country

SIGNATURE – *see Instructions C003I:*

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

Printed Name — Date

REQUIRED – check only one:

- ☐ **Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** – I am an officer of the corporation submitting this Certificate
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STATE OF ARIZONA

Office of the
CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Jodi Jerich, Executive Director of the Arizona Corporation Commission, do hereby certify that

****THE NEW AMERICA SCHOOL-ARIZONA****

a domestic nonprofit corporation organized under the laws of the State of Arizona, did incorporate on November 4, 2013.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Nonprofit Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-3122, 10-3123, 10-3125, & 10-11622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 6th Day of January, 2014, A. D.

Jodi A. Jerich, Executive Director

By: Ann Rackley

[redacted]

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: THE NEW AMERICA SCHOOL - ARIZONA

FILING TYPE	REGULAR SERVICE FEE	EXPEDITED SERVICE FEE
☐ Articles of Domestication	☐ $100.00	☐ $135.00
☐ Articles of Incorporation (Profit)	☐ $ 60.00	☐ $ 95.00
☑ 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)	☐ $45.00 (_____) (Enter Quantity)
☐ Other: _____	☐ Regular Fee	☐ Expedite Fee

RECEIVED DEC 23 2013 ARIZONA CORP COMMISSION CORPORATIONS DIVISION

SELECT PAYMENT TYPE: DO NOT WRITE YOUR CREDIT CARD NUMBER ON THIS FORM!

☑ Check — Check # 006650 — Check Amount $ 90.00

☐ M.O.D. Account — MOD Acct # _____ — Mod Amount $ _____

☐ Cash -- for in-person filings only (Do not send cash in the mail.) — Cash Amount $ _____

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

☐ No fee required

SELECT ONE RETURN DELIVERY OPTION:

☑ E-mail: clawrence@hpfirm.com ☐ Fax # (___) _____ ☐ Mail ☐ Pick Up

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: Cara Lawrence, Heizer Paul LLP

Phone Number: 303-376-3714

Address: 2401 15th Street, Suite 300

City: Denver State: CO Zip 80202

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK-UP BY: _____ DATE: _____

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