AZ CORPORATION COMMISSION
FILED

OCT 23 2007

FILE NO. 1403HID

AZ Corp. Commission
02199382

DO NOT PUBLISH THIS SECTION

ARTICLE 1
If you are the holder or assignee of a tradename, attach a copy of the tradename certificate.

ARTICLES 2
The Internal Revenue Code places certain restrictions upon the purpose of a tax exempt non profit corporation. Please refer to Federal Publication #557. Before completing this article.

ARTICLE 3
The name cannot imply that the corporation is organized for any character of affairs other than the initial business indicated in this article.

ARTICLE 4
This Article is included for the purpose of obtaining tax-exempt status with the IRS and to comply with A.R.S. §10-2326. If the corporation intends to apply for tax-exempt status, you will need to cite the specific Section of the IRS code, as amended, under which the corporation plans to organize. For further information please refer to publication #557.

ARTICLE 5
Insert applicable Section number of the IRS Code.

ARTICLE 6
This provision is not mandatory. See A.R.S. §10-3202(14).

CF3041 - Tax-Exempt For Non-Profit Rev 03/2007

ARTICLES OF INCORPORAT OF A TAX-EXEMPT

Pursuant to A.R.S. §10-320
(Arizona Non-Profit Corporation)

1. Name: The Name of the Corporation is:

Phoenix Collegiate Academy Inc.

2. Purpose: The purpose for which the corporation is organized is:

Non-profit, educational, 6th thru 12th grades, charter school

3. Character of Affairs: The character of affairs of the corporation will be:

prepare 6th thru 12th grade students for college

4. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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 Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of 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: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

5. 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 its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

DO NOT PUBLISH THIS SECTION

ARTICLE 7
A minimum of 1 director is required.

7. Board of Directors: The initial board of directors shall consist of one (1) director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

Name: Rachel Bennett Name: _____

Address: 3325 S Parkside Dr. Address: _____

City, State, Zip: Tempe, AZ 85282 City, State, Zip: _____

Name: _____ Name: _____

Address: _____ Address: _____

City, State, Zip: _____ City, State, Zip: _____

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE 8
May be in care of the statutory agent. If the address is the same as the street address of the statutory agent, write "same as statutory agent." DO NOT LEAVE BLANK.

8. Known Place of Business: (In Arizona) The street address of the know place of business of the Corporation is:

3325 S Parkside Dr
Tempe, AZ 85282

ARTICLE 9
The statutory agent must provide a physical address. If the statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

9. Statutory Agent: (In Arizona) The name and address of the statutory agent of the Corporation is:

Name: Rachel M. Bennett
Address: 3325 S. Parkside Dr.
City, State, Zip: Tempe, AZ 85282

ARTICLE 10
A minimum of 1 incorporator is required. All incorporators must sign both the Articles of Incorporation and the Certificate of Disclosure.

10. Incorporators: The name(s) and address(es) of the incorporator(s) is (are):

Name: Rachel Bennett Name: _____

Address: 3325 S Parkside Dr. Address: _____

City, State, Zip: Tempe, AZ 85282 City, State, Zip: _____

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

11. ☒ Check this box, if this provision will apply to your corporation.

DISCRIMINATION: The Corporation will not practice or permit discrimination on the basis of sex, race, national origin, religion, physical handicap or disability.

CF-0041 - Tax-Exempt For Non-Profit
Rev: 06/2007

DO NOT PUBLISH THIS SECTION

ARTICLE 12
The Articles must indicate if the corporation will, or will not have members.

12. MEMBERS (Check One)

The corporation ☐ will have members
☒ will not have members.

Executed this 23 day of October, 2007 by all of the incorporators.

Signed: R Bennett

Rachel Bennett
[Print Name Here]

[Print Name Here]

Phone and fax numbers are optional

PHONE _____ FAX _____

The agent must consent to the appointment by executing the consent.

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 23 day of October, 2007.

Signed R Bennett

Rachel Bennett
[Print Name Here]

[If signing on behalf of a company serving as statutory agent, print company name here]

The Articles must be accompanied by a Certificate of Disclosure, executed within 30 days of delivery to the Commission, by all incorporators.

NONPROFIT
CERTIFICATE OF DISCLOSURE
Pursuant to A.R.S. § 10-3202 (D)

Phoenix Collegiate Academy Inc.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
(a) involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
(b) involved the violation of the consumer fraud laws of that jurisdiction?; or
(c) involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:
1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
(a) Was incorporated.
(b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

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

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [signature] DATE 10/23/07 BY _____ DATE _____
TITLE Incorporator/Executive Director TITLE _____

BY _____ DATE _____ BY _____ DATE _____
TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duty authorized officer.
FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

AZ Corp. Commission
02258029

AFFIDAVIT OF PUBLICATION
for Corporation Commission

ARIZONA CAPITOL TIMES

P.O. Box 2260 Phoenix, AZ 85002
Phone: (602) 258-7026 Fax: (602) 258-2504

STATE OF ARIZONA)
County of Maricopa) ss

I, Ginger Leach as Vice President and Publisher of the Arizona Capitol Times, are authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will/has been published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
12/21/2007, 12/28/2007, 01/04/2008

THE NAME OF THE CORPORATION: PHOENIX COLLEGIATE ACADEMY INC.

CORPORATE FILE NUMBER: 1403141-0 ✓ Q

TYPE OF DOCUMENT: ARTICLES OF INCORPORATION OF A TAX-EXEMPT (Arizona Non-Profit Corporation)

AUTHORIZED SIGNATURE: _____

SUBSCRIBED AND SWORN TO BEFORE ME ON THE 21st day of December, 2007

NOTARY SIGNATURE: _____

OFFICIAL SEAL
LAURA M. KARAMANSKI
NOTARY PUBLIC - State of Arizona
MARICOPA COUNTY
My Comm. Expires Jan. 5, 2009

RECEIVED
DEC 31 2007
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

PHOENIX COLLEGIATE ACADEMY INC.

ARTICLES OF INCORPORATION OF A TAX-EXEMPT (Arizona Non-Profit Corporation)

1. Name: The name of the Corporation is Phoenix Collegiate Academy Inc.

2. Purpose: The purpose for which the corporation is organized is non-profit, educational, and tax-exempt.

3. Character of Affairs: The character of affairs of the corporation will be exclusively for a 501(c)(3) charitable or college.

4. No part of the net earnings of the corporation shall inure to the benefit, or be distributable to its members, directors, officers, or other private persons, 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 Article II. Notwithstanding any of the activities of the corporation which are the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on [a] by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or [b] by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

5. 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 its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

6. The power of incorporation under the Arizona Revised Statutes shall be exercised by the Board of Directors.

7. Board of Directors: The initial board of directors shall consist of one (1) director(s). The name(s) and address(es) of the person(s) who is/are to serve as the director(s) until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his/her/their successor(s) is/are elected and qualified is/are: Rachel Bennett, 3669 S Parkside Dr., Tempe, AZ 85282. The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

8. Initial Principal Place of Business (in Arizona): The street address of the known place of business of the Corporation is: 3669 S Parkside Dr., Tempe, AZ 85282.

9. Statutory Agent (in Arizona): The name and address of the statutory agent for the Corporation is: Rachel M. Bennett, 3669 S Parkside Dr., Tempe, AZ 85282.

10. Incorporators: The name(s) and address(es) of the incorporator(s) is (are): Rachel Bennett, 3669 S Parkside Dr., Tempe, AZ 85282. All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

11. [If Check this box, if this paragraph will apply to [illegible] corpo-

ARIZONA CAPITOL TIMES

P.O. Box 2260 Phoenix, AZ 85002
Phone: (602) 258-7026 Fax: (602) 258-2504

[illegible] DISCRIMINATION: The corporation will not practice or permit discrimination on the basis of race, age, sex, national origin, religion, physical handicap or disability.

12. MEMBERS: [Check One] The corporation [ ] will have members [X] will not have members.

Executed this 31 day of October, 2007 by all of the incorporators. Signed in Pinal County. Acceptance of Appointment as the Statutory Agent. The undersigned hereby acknowledges and accepts this appointment as statutory agent of the above named corporation effective this 31 day of October, 2007. Signed in Pinal County.

[illegible], 1/A, [illegible] Arizona Capital Times

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

AZ CORPORATION COMMISSION
FILED

JUL 23 2008

FILE NO. 1403410

AZ Corp. Commission
02500697

NON-PROFIT CORPORATION
ARTICLES OF AMENDMENT
Pursuant to A.R.S. §10-11006

1. The name of the corporation is:
   Phoenix Collegiate Academy Inc.

2. Attached hereto as Exhibit A is the text of each amendment adopted.

3. The amendment was adopted the 23 day of July, 2008.

4. ☒ The amendment was duly adopted by act:

   ☒ of the members

   ☐ board of directors

   ☐ and with approval, in writing, by the person or persons so specified in the corporation's Articles of Incorporation or bylaws.

Dated as of this 23 day of July, 2008.

Signature: C Bennett Title: President
(Pursuant to ARS §10-3120 (F)(G) the Articles of Amendment must be executed by an officer of the corporation)

Printed Name: Rachel Bennett

CP: 0026 yrOP:0000 Indexstone
Rev: 102005

Arizona Corporation Commission
Corporations Division

EXHIBIT A

Please Add As Vice-president

Robert Andrew Shaw
2344 E. Frank[illegible] Rd.
PHX AZ 85040

Please Add as Secretary

Susan L. Ontiveros
424 S. 2nd St. #201
Phoenix AZ 85004

E-FILED

STATE OF ARIZONA
CORPORATION COMMISSION
CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE

04429819

DUE ON OR BEFORE 10/23/2013 **FILING FEE** $10.00

PLEASE READ ALL INSTRUCTIONS. The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§10-121(A) & 10-3121(A). YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation.

-1403141-0

1. PHOENIX COLLEGIATE ACADEMY INC.
5610 S CENTRAL AVE
PHOENIX, AZ 850403090

Business Phone: _____ (Business phone is optional.)

State of Domicile: ARIZONA **Type of Corporation:** NON-PROFIT

2. Statutory Agent: RACHEL BENNETT
Mailing Address: 4029 S HIDALGO AVE
City, State, Zip: PHOENIX, AZ 85040

Statutory Agent's Street or Physical Address:
Physical Address:
City, State, Zip: AZ

ACC USE ONLY	
Fee	$ 10.00
Penalty	$ 0.00
Reinstate	$ 0.00
Expedite	$
Resubmit	$

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below. Note that the agent address must be in Arizona.

I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to the appointment until my removal or resignation pursuant to law.

_____
Signature of *new* Statutory Agent

_____
Printed Name of *new* Statutory Agent

3. **Secondary Address:**

(Foreign Corporations are REQUIRED to complete this section).

4. CHARACTER OF BUSINESS

EDUCATIONAL

Received: 09/27/2013 15:29

5. CAPITALIZATION: (For-profit Corporations and Business Trusts are REQUIRED to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.

5a. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized.**

Number of Shares/Certificates Authorized | Class | Series Within Class (If any)

5b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of **shares issued.**

Number of Shares/Certificates Issued | Class | Series Within Class (If any)

6. SHAREHOLDERS: (For-profit Corporations and Business Trusts are REQUIRED to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.

NONE

7. OFFICERS

Name: RACHEL BENNETT YANOF
Title: CHIEF EXECUTIVE OFFICER
Address: 4029 E HIDALGO AVE
PHOENIX, AZ 85040
Date Taking Office: 10/23/2007

Name: MICHAEL ZIMMERMAN
Title: PRESIDENT
Address: 4826 E WHITTON AVE.
PHOENIX, AZ 85018
Date Taking Office: 01/20/2012

Name: TOMAS REVELES
Title: SECRETARY
Address: 1629 W BENTLEY ST
MESA, AZ 85201
Date Taking Office: 06/25/2013

Name: JANENE MILLER
Title: VICE-PRESIDENT
Address: 5613 W MONTGOMERY ST.
CHANDLER, AZ 85226
Date Taking Office: 01/20/2012

8. DIRECTORS

Name: RACHEL BENNETT YANOF
Address: 4029 E HIDALGO AVE
PHOENIX, AZ 85040
Date Taking Office: 10/23/2007

Name:
Address:
Date Taking Office:

Name:
Address:
Date Taking Office:

Name:
Address:
Date Taking Office:

9. FINANCIAL DISCLOSURE (A.R.S. §10-11622(A)(9))

Nonprofits – if your annual report is due on or before September 25, 2008, you **must attach** a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). If your nonprofit annual report is due after September 25, 2008, a financial statement is not required. **Cooperative marketing associations** must in **all cases** submit a financial statement. All other forms of corporations are exempt from filing a financial statement no matter what date the annual report was due.

ONLY NONPROFIT CORPORATIONS MUST ANSWER THIS QUESTION:

9A. MEMBERS (A.R.S. §10-11622(A)(6)) This corporation DOES ☐ DOES NOT ☒ have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§ 10-202(D), 10-3202(D), 10-1622(A)(8) & 10-11622(A)(7))

A. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

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 execution of this certificate?
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 execution of this certificate?
3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
   (a) fraud or registration provisions of the securities laws of that jurisdiction, or
   (b) the consumer fraud laws of that jurisdiction, or
   (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked: YES ☐ NO ☒

If "YES" to A, the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in items 1 through 3 above.

1. Full birth name.
2. Full present name and prior names used.
3. Present home address.
4. All prior addresses for immediately preceding 7 year period.
5. Date and location of birth.
6. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved; and the file or cause number of the case.

B. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a 20% interest in any other corporation on the bankruptcy or receivership of that other corporation?

One box must be marked: YES ☐ NO ☒

If "YES" to B, the following information must be submitted as an attachment to this report for each corporation subject to the statement above.

(a) Name and address of each corporation and the persons involved.
(b) State(s) in which it: (I) was incorporated and (II) transacted business.
(c) Dates of corporate operation.

11. STATEMENT OF BANKRUPTCY OR RECEIVERSHIP (A.R.S. §§ 10-1623 & 10-11623)

A. Has the **corporation** filed a petition for bankruptcy or appointed a receiver? **One box must be marked: YES ☐ NO ☒**

If "Yes" to A, the following information must be submitted as an attachment to this report:

1. All officers, directors, trustees and major stockholders of the corporation within one year of filing the petition for bankruptcy or the appointment of a receiver. If a major stockholder is a corporation, the statement shall list the current president, chairman of the board of directors and major stockholders of such corporate stockholder. "Major stockholder" means a shareholder possessing or controlling twenty per cent of the issued and outstanding shares or twenty per cent of any proprietary, beneficial or membership interest in the corporation.
2. Whether any such person has been an officer, director, trustee or major stockholder of any other corporation within one year of the bankruptcy or receivership of the other corporation. If so, for each such corporation give:
   (a) Name and address of each corporation;
   (b) States in which it: (I) was incorporated and (II) transacted business.
   (c) Dates of operation.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected.

I declare, under penalty of perjury, that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of perjury that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name RACHEL BENNETT YANOF Date 09/27/2013

Signature RACHEL BENNETT YANOF

Title CHIEF EXECUTIVE OFFICER

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)