Jennings
Strouss

Jennings, Strouss & Salmon, P.L.C.
Attorneys at Law
The Collier Center, 11th Floor
201 East Washington Street
Phoenix, Arizona 85004-2385
Telephone: 602.262.5911
www.jsslaw.com

BRADLEY V. MARTORANA
Direct Dial: 602.262.5958
Direct Fax: 602.495.2699
bmartorana@jsslaw.com

June 13, 2013

Via Facsimile

Arizona Business Gazette
Attn: Legal Publications Desk
P.O. Box 194
Phoenix, AZ 85001

Re: *PS Charter Schools, Inc. - Articles of Incorporation*

Ladies/Gentlemen:

Enclosed are the Articles of Incorporation for the above-referenced entity which were filed with the Arizona Corporation Commission on **June 7, 2013**. Please have the Articles of Incorporation published three (3) consecutive times in *The Arizona Business Gazette* as soon as possible.

When publication is completed, please forward the original Affidavit to the Arizona Corporation Commission with a copy to the undersigned.

If you have any questions or concerns, please call me.

Very truly yours,

JENNINGS, STROUSS & SALMON, P.L.C.

Paula M. Haren,
Legal Secretary to
Bradley V. Martorana, Esq.

ph
Enc.

AZ CORP. COMMISSION
04305711

AZ CORPORATION COMMISSION
FILED
JUN 07 2013
FILE NO. 1852629-9

ARTICLES OF INCORPORATION
OF
PS CHARTER SCHOOLS, INC.

An Arizona Nonprofit Corporation

ARTICLE I
Name and Known Place of Business

1.1 The name of the corporation is: PS CHARTER SCHOOLS, INC. (the "Corporation").

1.2 The known place of business of the Corporation is: 4909 E. Brown Rd. Mesa, AZ 85205.

ARTICLE II
Exempt Purpose

The Corporation is organized as a nonprofit corporation under the laws of the State of Arizona and shall be operated as a qualified exempt organization exclusively for charitable, scientific, literary and educational purposes within the meaning of and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and Arizona Revised Statutes ("A.R.S.") Section 43-1201.4, as amended. All terms and provisions of these Articles of Incorporation shall be construed, applied and carried out in accordance with the exempt purpose of the Corporation.

ARTICLE III
Character of Affairs

The character of the affairs that the Corporation initially intends to conduct shall be to establish and operate a charter school for children with autism with a regularly established faculty, curriculum, course of study, and student body, and to receive and administer funds for charitable, scientific, literary and educational purposes in a manner consistent with the purposes set forth herein.

ARTICLE IV
Prohibited Transactions

4.1 The Corporation is not organized and shall not be operated for pecuniary gain or private benefit.

4.2 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 herein.

4.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as is otherwise provided in Section 501(h) of the Code.

4.4 The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4.5 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 Code;

(b) by a corporation contributions to which are deductible under Section 170(c)(1) or (2) of the Code;

(c) by a corporation gifts and transfers to which are deductible under Section 2055(a)(1) or (2) of the Code;

(d) by a corporation gifts and transfers to which are deductible under Section 2522(a)(1) or (2) of the Code; or

(e) by a corporation exempt from Arizona income tax under A.R.S. § 43-1201.4.

ARTICLE V
Discrimination Prohibited

In exercising or fulfilling its exempt purpose, the Corporation shall not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

ARTICLE VI
Private Foundation

6.1 During any period that the Corporation is a private foundation, as the term is defined in Section 509 of the Code, or does not normally receive a substantial part of its support from government entities and the general public within the meaning of A.R.S. § 43-1215.3, the Corporation shall distribute its income for each taxable year at such time and in such manner within the meaning of A.R.S. § § 43-1211 and 43-1214, and as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

6.2 During any period that the Corporation is a private foundation, as the term is defined in Section 509 of the Code, or does not normally receive a substantial part of its support from government entities and the general public within the meaning of A.R.S. § 43-1215.3, the

powers of the Corporation then shall be specifically restricted so that the Corporation shall be prohibited from:

(a) engaging in any act of self-dealing as that term is defined in Section 4941 of the Code;

(b) retaining any excess business holdings as that term is defined in Section 4943 of the Code;

(c) making any investment in any manner which would subject the Corporation to tax under Section 4944 of the Code;

(d) making any taxable expenditure as that term is defined in Section 4945 of the Code; and

(e) making any prohibited transaction as the term is defined in A.R.S. § 43-1213.

6.3 Notwithstanding the restrictions imposed in this paragraph, if Section 508(e) of the Code and A.R.S. § 43-1212 are amended to remove the requirement that any or all of the restrictions contained herein are to be included in the governing instrument of the Corporation, then such of the foregoing restrictions as are no longer required to be so included shall be deemed deleted and shall have no further force or effect.

ARTICLE VII
Board of Directors

7.1 The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors, their terms, and the manner of their appointment shall be as provided in the Bylaws, provided that there shall not be less than one (1) Director. The initial Board of Directors shall consist of two (2) Directors.

7.2 The names and addresses of the persons who shall serve as initial Directors until their successors are appointed are:

Kami R. Cothrun 4909 E. Brown Rd. Mesa, AZ 85205	R. Ryan Cothrun 4909 E. Brown Rd. Mesa, AZ 85205

ARTICLE VIII
Membership

The Corporation shall have one member, as that term is defined in A.R.S. § 10-3140. The name of that member is Kami R. Cothrun.

ARTICLE IX
Incorporator

9.1 The names and addresses of the incorporator is:

Kami R. Cothrun
4909 E. Brown Rd.
Mesa, AZ 85205

9.2 All powers, duties and responsibilities of the incorporator, acting in her capacity as the incorporator, shall cease at the time of the delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE X
Officers

The following officers of the Corporation are appointed to hold office until the next annual meeting of the Directors and until their respective successors are chosen and qualified:

President	Kami R. Cothrun
Vice President	R. Ryan Cothrun
Secretary	R. Ryan Cothrun
Treasurer	R. Ryan Cothrun

ARTICLE XI
Dissolution and Liquidation

11.1 In the event of dissolution, the dissolution and liquidation of the Corporation shall be accomplished consistent with the intent that its assets be held and used for the Corporation's stated charitable purpose, and said termination shall not be effected so as to cause any tax to be imposed under Section 507(a) of the Code.

11.2 Subject to the foregoing Section, in the event of dissolution of the Corporation for any reason, the Board of Directors shall, after payment or making provision for payment of all liabilities, distribute and dispose of the property then held by the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary and educational purpose as shall then be qualified under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

11.3 With respect to any property not so disposed, such property shall be disposed of and distributed to such organization or organizations as shall then be qualified as an organization exempt from federal income tax under Section 501(c)(3) of the Code and qualifies as a publicly supported charitable organization under Sections 170(b)(1)(A)(vi) and 509(a)(1) and (2) of the Code, as selected by and pursuant to an order of the Superior Court of the county in which the principal office of the Corporation is then located.

ARTICLE XII
Liability and Indemnification

12.1 The personal liability of any Director of the Corporation or other persons for monetary damages for breach of fiduciary duties as a director is hereby eliminated to the fullest extent allowed by the laws of the State of Arizona. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

12.2 The Corporation shall indemnify, to the maximum extent from time to time permitted by the laws of the State of Arizona, any person who incurs liability or expense by reason of such person acting as an incorporator, director, officer, employee, or agent of the Corporation, including reasonable attorneys' fees. This indemnification will be mandatory in all circumstances in which indemnification is permitted by law. This power of indemnification under the laws of the State of Arizona shall not be denied or limited by the Bylaws.

ARTICLE XIII
Statutory Agent

The name and address of the initial statutory agent of the Corporation is: Bradley V. Martorana, Esq., Jennings, Strouss & Salmon, P.L.C., One East Washington Street, Suite 1900, Phoenix, AZ 85004-2554.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6 day of June, 2013.

Kami B. Cothrum, Incorporator

I, Bradley V. Martorana, Esq., having been designated to act as the statutory agent for PS CHARTER SCHOOLS, INC., approve of such designation and consents to act in such capacity. I reserve, however, the right to resign as statutory agent in accordance with the provisions of the Arizona Revised Statutes.

Bradley V. Martorana, Esq., Statutory Agent