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ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

COVER SHEET

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT

1. WHAT ARE YOU FILING?

☐ New Entity ☐ Change to existing entity ☑ Re-submission/Correction

2. ENTITY NAME:

Pathways in Education - Arizona, Inc.

3. CALCULATE YOUR FEES (copies, certificate of good standing and expedited processing are all optional):

Document filing fee *(fees are listed on the bottom of the form or on the fee schedule)*			Subtotal:	
Do you want EXPEDITED processing?	☐ YES	☐ NO	If YES, add $35.00	Subtotal:
☐ Corporation certified copies	$ 5.00 each x	(enter number of copies requested)	Subtotal:	
☐ LLC certified copies	$10.00 each x	(enter number of copies requested)	Subtotal:	
☐ Certificate of Good Standing	$10.00 each x	(enter number of copies requested)	Subtotal:	
TOTAL YOUR AMOUNT OWED			TOTAL AMOUNT DUE:	

4. PAYMENT METHOD:

☑ MOD Account # 1952

Cash - do not mail cash. Cash may be used only for in-person submittals.
Checks or money orders - must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. UNACCEPTABLE CHECKS include: no imprinted or preprinted name and address of the account holder; no imprinted or preprinted check number; handwritten or stamped names, addresses, or check numbers; temporary checks (new accounts).
Credit cards - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa, MasterCard, and American Express.

5. REQUIRED - RETURN DELIVERY OPTION (PLEASE PRINT CLEARLY and select only ONE):

☑ Email	Email address: melinda@cartemonprofitlaw.com		
☐ Pick up	Name:		Phone:
☐ Mail	Name:		
	Address:		
	City:	State:	Zip:
	Phone:		

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK)

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK-UP BY: _____ **DATE:** _____

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

COMMISSIONERS
SUSAN BITTER SMITH – Chairman
BOB STUMP
BOB BURNS
DOUG LITTLE
TOM FORESE

ARIZONA CORPORATION COMMISSION

JODI JERICH
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

April 22, 2015

CLG SERVICES LLC
849 N 3RD AVE
PHOENIX, AZ 85003

RE: PATHWAYS IN EDUCATION - ARIZONA, INC.
File Number: 19979700

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

Publication must be completed WITHIN 60 DAYS after April 22, 2015, 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.

Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 04/10/2016, and on the anniversary of that date each subsequent year. It is your responsibility to file the corporation's Annual Report by the deadline each year. You can file it electronically through our website at www.azcc.gov/divisions/corporations, or you can complete the form online, print it, and mail it in, or you can call the Annual Reports section at 602-542-3285.

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.

Take our online customer service survey at www.azcc.gov/divisions/Corporations.

AZ Corp. Commission
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AZ CORPORATION COMMISSION
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FILE NO. 1997970-0

AZ CORPORATION COMMISSIO
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FILE NO. 1997970-0

ARTICLES OF INCORPORATION

OF

PATHWAYS IN EDUCATION – ARIZONA, INC.

The undersigned, acting as incorporator of a nonprofit corporation under the Arizona Nonprofit Corporation Act ("ANCA"), Arizona Revised Statutes Sections 10-3101 through 10-11702, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is Pathways In Education – Arizona, Inc. The corporation shall hereafter be referred to as the "Corporation".

ARTICLE II
PURPOSE AND CHARACTER OF AFFAIRS

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of I.R.C. § 501(c)(3). These purposes shall include, but are not limited to, operating a charter school. The Corporation may carry out its purposes directly or by making gifts, grants, or other payments to qualified organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code 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, officer, or director of the Corporation.

Section 2. No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless such activity 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. 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's sole member shall be Education In Motion, a California nonprofit public benefit corporation ("Member").

ARTICLE V
BOARD OF DIRECTORS

Section 1. 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.

Section 2. The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors are:

Stephanie Paschke
60 East Hopkins Road
Gilbert, Arizona 85295

Phillip Wilson
1111 South Grenoble Street
Mesa, Arizona 85208

Annemarie Comes
10862 East Solina Avenue
Mesa, Arizona 85212

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is:

Mackenzie Woods
849 North Third Avenue
Phoenix, Arizona 85003

ARTICLE VII
AMENDMENT

These Articles of Incorporation may only be amended by the Member of the Corporation, provided no amendment shall substantially change the original purposes of the Corporation. The Member shall notify the Board of Directors of any such amendment and its effective date.

ARTICLE VIII
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 assets not so distributed shall be distributed to one or more organizations as determined by the Superior Court of the county in which the principal office of the Corporation is then located.

ARTICLE IX
PRINCIPAL OFFICE; REGISTERED OFFICE; REGISTERED AGENT

The mailing and street address of the principal office is 849 North Third Avenue, Phoenix, Arizona 85003. The mailing and street address of the registered agent is 849 North Third Avenue, Phoenix, Arizona 85003 and the registered agent at such address is CLO Services, LLC.

ARTICLE X
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.

ARTICLE XI
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former

broader indemnification rights than prior to such amendment), indemnify its current and former Trustees, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Trustee or Officer is a Party because such Trustee or Officer is a Trustee or Officer of the Corporation; provided, however, that the Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Trustees or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Trustee or Officer may be entitled under any written agreement, board resolution, vote of the Members, the ANCA or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

DATED: April 10, 2015.

Mackenzie Woods
Its: Incorporator

CONSENT OF STATUTORY AGENT

OF

PATHWAYS IN EDUCATION – ARIZONA, INC.

The undersigned, having been named in the Articles of Incorporation of Pathways In Education – Arizona, Inc. 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: April 10, 2015

CLG SERVICES, LLC

By: Yvonne Moss
Its: Assistant Secretary

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:
   Pathways in Education - Arizona, Inc.

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 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.

Mackenzie Woods
Name

849 N. 3rd Avenue
Address 1

Address 2

Phoenix | AZ | 85003
City | State | Zip

UNITED STATES
Country

SIGNATURE – *see Instructions C003I:*

By typing or entering my name and 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

Mackenzie Woods 4-10-15
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 typing or entering my name and 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 All fees are nonrefundable – see Instructions.	Mail: Arizona Corporation Commission – Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100

Public Service that A.C.C. Staff relied 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.