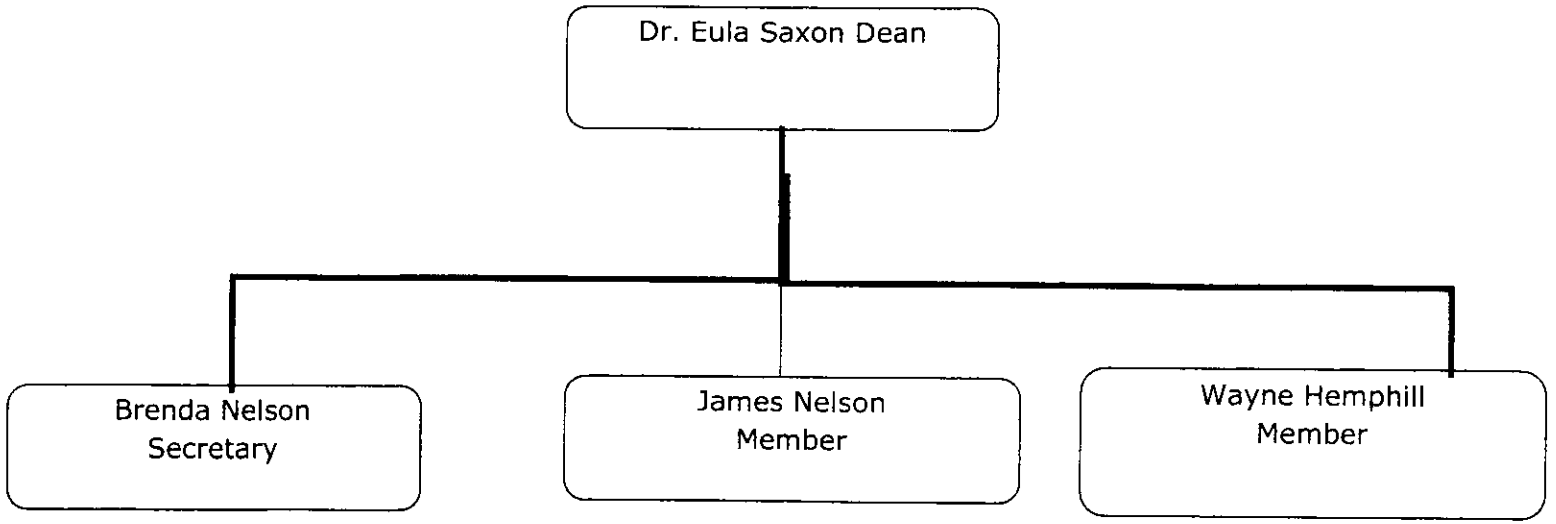
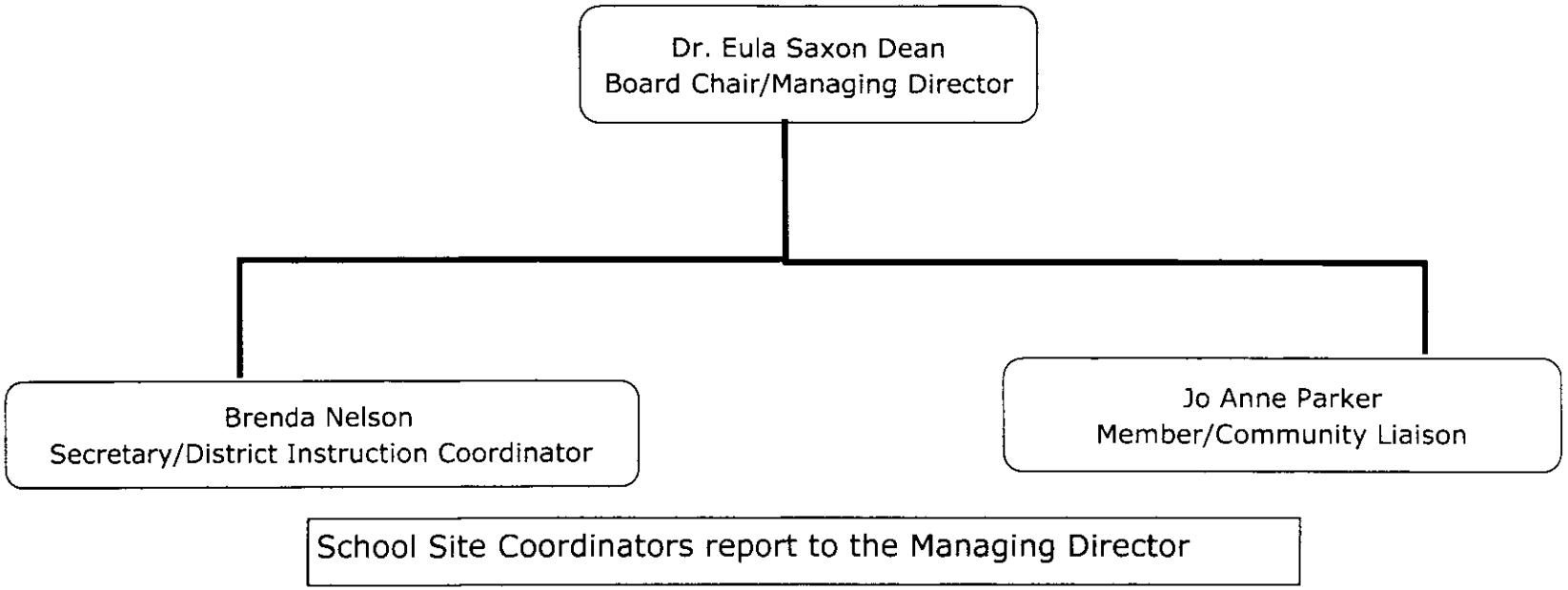
Academy of Excellence, Inc.

425 N. 36th ST. Phoenix, AZ 85008
602-389-4271 Phone 602-389-4278 Fax
academyofexcellenceaz.com



Academy of Excellence Charter School Board

425 N. 36th ST. Phoenix, AZ 85008
602-389-4271 Phone 602-389-4278 Fax
academyofexcellenceaz.com



School Site Coordinators report to the Managing Director

Academy of Excellence
Dr. Eula Saxon Dean, Director
425 N. 36th ST.
Phoenix, AZ. 85008
602-389-4271
602-389-4278 - Fax

Academy of Excellence
Zedna Grubbs, Site Coordinator
1530 South Arizona Boulevard
Coolidge, AZ 85228
520-723-4773 Phone/Fax

Fay Landrum Academy
Leah Landrum Taylor,
Site Coordinator
1902 West Roeser Road
Phoenix, AZ. 85041
602-237-6030

ARTICLES OF INCORPORATION

Articles of Incorporation of Academy Of Excellence, the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Arizona, do hereby certify:

First: The name of the Corporation shall be Academy Of Excellence.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Phoenix, Maricopa County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name Brenda H. Nelson (Trustee/Statutory Agent)
Address 13241 N. 13th Lane Phx., AZ 85029

Name James W. Nelson (Director)
Address 13241 N. 13th Lane Phx., AZ 85029

Name Connie R. Bolton Burch (Director)
Address 896 N. Layman Street Chandler, AZ 85225

Name John A. Burch III (Director)
Address 896 N. Layman Street Chandler, AZ 85225

Fifth: No part of the net earnings of the corporation shall inure to the benefit of,or be distributable to its members, trustee, 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 Third hereof. No substantial part of the activities of 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,or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: Not withstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

In witness whereof, we have hereunto subscribed our names this 8th day of May, 1997.

Brenda H. Nelson

Brenda H. Nelson

James W. Nelson

James W. Nelson

Mrs. Connie R. Burch

Connie R. Bolton Burch

John A. Burch III

John A. Burch III

BYLAWS

OF

ACADEMY OF EXCELLENCE, INC.
an Arizona nonprofit corporation

ARTICLE I: OFFICES AND CORPORATE SEAL

SECTION 1. Arizona Office. The corporation shall maintain an office in Maricopa County, Arizona.

SECTION 2. Other Offices. The corporation may also maintain offices at such other place or places, either within or without the State of Arizona, or within or without the United States of America, as the Board of Directors (the "Board") may designate from time to time, and the corporation may transact its business at such other offices with the same effect as that conducted at the principal office.

SECTION 3. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation, but nevertheless if in any instance a corporate seal be used, the same shall be either (i) a circle having on the circumference thereof the name of the corporation and in the center the words "corporate seal," the year incorporated, and the state where incorporated or (ii) a circle containing the words "corporate seal."

ARTICLE II: BOARD OF DIRECTORS

SECTION 1. Powers. Subject to any limitations set forth in the articles of incorporation, these bylaws, or applicable laws, the Board shall manage and control the assets and affairs of the corporation.

SECTION 2. Number and Election of Directors. The whole Board shall comprise not less than three nor more than seven directors. The initial Board appointed in the articles of incorporation shall serve as the corporation's directors until the first annual meeting of the Board or until their successors are appointed. At the first annual meeting, the incumbent directors shall appoint one director to a one-year term, one director to a two-year term, and one director to a three-year term. At the second annual meeting, and at each subsequent annual meeting, the incumbent directors shall appoint directors to replace the directors whose terms are then expiring. Except for the directors appointed to either one or two-year terms, the Corporation's directors shall serve for staggered three-year terms. Directors may serve for any number of consecutive terms.

SECTION 3. Voting Rights. All directors shall have equal voting rights on all matters to come before the Board.

SECTION 4. Vacancies. Vacancies may be filled by the affirmative vote of a majority of the remaining directors then in office, though less than a quorum, or by a sole remaining director. The directors so chosen shall hold office until the next annual meeting of the Board or until their successors are elected.

SECTION 5. Annual Meetings. The Board shall meet at least annually for the purpose of organization, the appointment of directors and officers, and the transaction of other business. The directors, by unanimous consent, may change the place and time of such meeting.

SECTION 6. Special Meetings. The president or the secretary may call special meetings of the Board and must do so on the written request of any two directors.

SECTION 7. Regular Meetings. The Board may hold regular meetings without notice at such time and place as the Board may determine.

SECTION 8. Notice of Meetings. Notice of all Board meetings shall be given by mailing the same at least ten days or by telephoning the same at least two days before the meeting to the usual business or residence address of each of the directors on file with the corporation. Any business may be transacted at any Board meeting. At any meeting that every director attends (whether or not notice has been given or waived), any business may be transacted.

SECTION 9. Waiver of Notice. A director's attendance at a meeting shall constitute waiver of notice of such meeting, except when the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any director may waive notice of any annual or special meeting of the Board by executing a written waiver of notice either before or after the time of the meeting.

SECTION 10. Quorum. At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by Arizona statute, the articles of incorporation, or these bylaws. If at any meeting, less than a quorum attends, a majority of those present may adjourn the meeting without further notice to any absent director.

SECTION 11. Action Without a Meeting. Unless otherwise restricted by the articles of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent to the action in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

SECTION 12. Place of Meetings. The Board may hold meetings, annual, regular, and special, either within or without the State of Arizona. It may hold such meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 13. Committees of the Board. The Board, by resolution adopted by a majority of the full Board, may designate from among the members of the Board one or more committees each of which, to the extent provided in such resolution and permitted by law, shall have and may exercise all the authority of the Board, except that no such committee may exercise the Board's authority to (1) fill vacancies on the Board or any committee thereof; (2) adopt, amend, or repeal the bylaws; or (3) fix the compensation of directors. The Board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

SECTION 14. Removal. Any director may be removed, with or without cause, by a vote of a majority of the remaining directors at a meeting of the Board called for that express purpose. In addition, any Board member who fails to attend three (3) consecutive Board meetings without excuse shall be deemed to have resigned from the Board, and the vacancy so created shall be filled in accordance with Section 4 of this Article II.

ARTICLE III: MEMBERS

SECTION 1. Members. The corporation shall have no members, as that term is defined in section 10-1002 of the Arizona Revised Statutes.

ARTICLE IV: OFFICERS

SECTION 1. Designation of Titles. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. Unless the articles of incorporation or these bylaws otherwise provide, the same person may hold any number of offices, except the same person may not hold the offices of president and secretary. The Board may require any such officer, agent, or employee to give security for the faithful performance of his duties..

SECTION 2. Election, Term of Office, Qualification. The Board shall elect the officers of the corporation annually. Each officer shall hold office for one year or until his successor shall have been duly elected, until his death, or until he resigns or is removed.

SECTION 3. Subordinate Officers. The Board may appoint such subordinate officers, agents, or employees as the Board may deem necessary or advisable, including one or more additional vice presidents, one or more assistant treasurers, and one or more assistant secretaries,

each of whom shall hold office for such period and have such authority and perform such duties as are provided in these bylaws or as the Board may from time to time determine. The Board may delegate to any officer or to any committee the power to appoint any such additional officers, agents, or employees. Notwithstanding the foregoing, no assistant treasurer shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state, or city government.

SECTION 4. Removal. The Board may remove any officer or agent whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create any contract rights.

SECTION 5. Vacancies. A vacancy in any office, because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in this Article IV for election or appointment to such office.

SECTION 6. President. The president shall be the principal executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation. In particular, he shall preside at all meetings of the Board, represent the corporation at official functions, initiate contact with other professional organizations, as appropriate, coordinate and delegate responsibility for fund raising efforts, and delegate and coordinate duties to individual Board members and officers, as necessary. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the Board or these bylaws shall expressly delegate the signing and execution thereof to some other officer or agent of the corporation or where the law requires such deeds, mortgages, bonds, contracts, or other instruments to be otherwise signed or executed. Finally, the president shall in general perform all duties incident to the office of president and such other duties, not inconsistent with these bylaws, as the Board may from time to time prescribe.

SECTION 7. Vice-President. The vice-president shall have such powers and perform such duties, not inconsistent with these bylaws, as the Board or the president may from time to time prescribe. At the request of the president, or in case of his absence or inability to act, the vice-president shall perform the duties of the president and when so acting shall have all powers of, and be subject to all the restrictions upon, the president.

SECTION 8. Treasurer. The treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the corporation and all monies collected from fundraising and other miscellaneous activities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name of and to the credit of the corporation in such banks and other depositories as may be designated by the Board. The treasurer shall render to the president and to the directors at regular meetings of the Board, or whenever the directors may require it, statements of all the corporation's transactions and accounts of the financial condition of the corporation. And in general, he shall

perform all the duties incident to the office of treasurer and such other duties, not inconsistent with these bylaws, as the Board may from time to time assign to him.

SECTION 9. The Secretary. The secretary shall act as secretary of the Board and shall keep the minutes of all meetings of the Board. He shall keep an accurate list of Board members and their attendance, give notice of all Board meetings, and distribute minutes to all Board members. He shall be custodian of the corporate seal and shall affix the seal, or cause it to be affixed, to all proper instruments when deemed advisable by him. He shall have charge of the books, records, and papers of the corporation relating to its organization as a corporation, shall maintain all historical records of the corporation's activities, and shall see that the reports, statements, and other documents required by law are properly kept or filed. And he shall in general perform all the duties incident to the office of secretary and such other duties, not inconsistent with these bylaws, as the Board may from time to time prescribe.

ARTICLE V: COMPENSATION AND RESIGNATIONS

SECTION 1. Fees and Compensation. No director, officer, or committee member shall receive any compensation for his or her services in that capacity. By resolution of the Board, each director may be paid his reasonable and necessary expenses (if any) of attendance at each meeting of the Board.

SECTION 2. Loans. The corporation shall not lend money to or use its credit to assist its directors, whether or not employees, or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until repaid.

SECTION 3. Resignations. Any director or officer may resign his office at any time by giving notice of his resignation to the president or the secretary of the corporation. Such resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE VI: FISCAL YEAR

The fiscal year of the corporation shall be as determined by the Board.

ARTICLE VII: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

SECTION 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as the Board shall, by resolution, from time to time determine.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board may select.

ARTICLE VIII: VOTING UPON SHARES OF OTHER CORPORATIONS

Unless otherwise ordered by the Board, the president shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which the corporation may hold shares, and at any such meeting, he may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, the corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE IX: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No director, officer, employee, member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation. The foregoing shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes or reimbursement for necessary and reasonable out-of-pocket expenses as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the corporation's assets upon the dissolution of the corporation. Upon such dissolution or winding up of the affairs of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, either dispose of all of the assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or distribute the assets to one or more organizations that shall then qualify as exempt organizations under section 501(c)(3) of the Code. Any such assets not so disposed of or distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Code or to such organizations as said court shall determine are organized and operated exclusively for such purposes.

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ARTICLE X: EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization described in section 501(c)(3) of the Code or an organization contributions to which are deductible under section 170(c)(2) of the Code. In no event shall the corporation, as any substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except as is otherwise provided in section 501(h) of the Code. Nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XI: CONFLICTS OF INTEREST

SECTION 1. Conflict-of-Interest Transactions. No contract or other transactions between the corporation and its directors or officers or between the corporation and any other corporation, firm, association, or entity in which its directors or officers are members, directors, or officers or are financially interested shall be either void or voidable because of the relationship or interest or because the director or officer is present at the meeting of the Board or of the committee of the Board that authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if either of the following apply:

(a) The fact of such relationship or interest is disclosed or known to the Board or to the committee thereof which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested directors.

(b) The contract or transaction is fair and reasonable to the corporation at the time the contract or transaction is authorized, approved, or ratified in the light of circumstances known to those entitled to vote on the matter at that time.

SECTION 2. Quorum. Common or interested directors or officers may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes, approves, or ratifies the contract or transaction.

ARTICLE XII: INDEMNIFICATION

SECTION 1. Indemnification. The corporation shall indemnify its directors, officers, employees, and agents against expenses incurred in actions by third parties or by or in right of the corporation to the full extent permitted by and as provided in section 10-1005(B) of the Arizona Revised Statutes.

SECTION 2. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her, in any such capacity or arising out of his or her, status as such, whether or not the corporation would have the power to indemnify him or her against such liability under this Article XIV of these bylaws.

ARTICLE XIII: REPEAL, ALTERATION OR AMENDMENT

The Board may repeal, alter, or amend these bylaws or adopt substitute bylaws at any time by a majority vote of the full Board.

CERTIFICATION

The Board of Directors of ACADEMY OF EXCELLENCE, INC. duly and lawfully adopted these bylaws on August 5, 1997.

James W. Nelson
JAMES W. NELSON Secretary

State of Arizona

County of Maricopa

On this 19th day of September 1997, before me personally appeared James W. Nelson, whom I know personally, and ackowledged that he executed the same.

OFFICIAL SEAL
PATRICK GILL
Notary Public - State of Arizona
MARICOPA COUNTY
My Comm. Expires Aug. 1, 2000

Notary Public

My commission expires Aug 1, 2000