AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

OCT 25 2013

FILE NO. 1880983-9

ARTICLES OF INCORPORATION
OF
MARYTOWN ACADEMIES, INC.

1. Name. The name of the corporation is Marytown Academies, Inc. (the "Corporation").

2. Duration. The period of the Corporation's duration is perpetual.

3. Purpose. The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). The purposes for which the Corporation is formed are:

A. To establish and maintain a network of safe, clean, beautiful, drug and alcohol-free Charter Schools primarily in low-income communities aimed at helping persons develop successful habits using a core set of principle-based virtues;

B. To advance Servant Leadership and Community Development as a means to transform communities, with an emphasis on building education centers that are committed to forming the total person – in body, mind, and spirit;

C. To pursue other purposes consistent with Code § 501(c)(3), as may be approved by the Corporation's Board of Directors; and

D. To engage in any lawful act or activity for which corporations may be organized under the Arizona Nonprofit Corporation Act.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in § 10-3302 of the Arizona Nonprofit Corporation Act, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes. The Corporation may receive property by gift, devise, or bequest; invest and reinvest the same; and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, or educational purposes.

4. Activities. The Corporation initially intends to undertake all activities reasonably necessary to achieve the Corporation's purposes set forth in Article 3 hereof.

Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under § 501(c)(3) of the Code or the corresponding provision of any future federal tax code, or (ii) a corporation, contributions to which are deductible under §§ 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code or the corresponding provision of any future federal tax code.

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OCT 29 2013

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No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by section 501(h) of the Code and in any corresponding laws of the State of Arizona), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

5. Statutory Agent. The name of the Corporation's initial statutory agent is Marlene Sharp, and the street address of the initial statutory agent is 4848 South 2nd Street, Phoenix, Arizona 85040.

6. Known Place of Business. The known place of business of the Corporation shall be Maricopa County, Arizona. The Corporation may conduct its business at such other place or places, either within or without the State of Arizona or in the world, as may from time to time be deemed advisable by the Board of Directors.

7. Non-Member Corporation. The Corporation shall have no members.

8. No Capital Stock. The Corporation shall have no capital stock.

9. Board of Directors. The business and affairs of this Corporation shall be conducted by a Board of Directors. The initial Board of Directors shall consist of five (5) Directors. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Board of Directors, or until a successor is appointed and qualified are:

Name	Address
Adrian Ruiz	6917 W. Beverly Rd. Laveen, AZ 85339
Monica Rivera	4616 S. 2nd St. Phoenix, AZ 85040
Bertha Gutierrez	5773 Sandpiper Dr. Santa Teresa, NM 88008
Frances Castillo	6210 S. 3rd Ave. Phoenix, AZ 85041
Armando Ruiz	30 B. Cody Dr. Phoenix, AZ 85040

The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws.

10. Incorporator. The name and address of the incorporator is:

Adrian Ruiz
6917 W. Beverly Rd.
Laveen, AZ 85339

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

11. Dedication and Distribution of Assets. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable expenses and reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

12. Applicable Provisions If Corporation is Classified as Private Foundation. During any period, or periods, of time as the Corporation may be treated as a "private foundation" pursuant to § 509(a) of the Code, the Corporation shall distribute its income at such time and in such manner so as not to become subject to the tax on undistributed income imposed by § 4942 of the Code (or the corresponding provision of any future federal tax code). The Corporation also shall not (i) engage in any act of self-dealing (as defined in § 4941 of the Code or the corresponding provision of any future federal tax code); (ii) retain any excess business holdings (as defined in § 4943(c) of the Code or the corresponding provision of any future federal tax code); (iii) make any investments, or otherwise acquire assets, in such manner so as to subject the Corporation to tax under § 4944 of the Code (or the corresponding provision of any future federal tax code); and (iv) make any taxable expenditures (as defined in § 4945(d) of the Code or the corresponding provision of any future federal tax code).

13. Devolution of Assets on Dissolution. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, shall be distributed to such organization or organizations as the Board of Directors shall determine, which are organized and operated exclusively for charitable, scientific, or educational purposes and which qualify as exempt from taxation under § 501(c)(3) of the Code or the corresponding provision of any future federal tax code. In no event shall any of such assets or property be distributed to any Director or officer of the Corporation, or to any private individual.

14. Indemnification. The corporation shall indemnify each of its members, directors and officers and may indemnify any of its employees or agents to the fullest extent permissible (a) under the provisions of A.R.S. Sections 10-3850 through 10-3858, (b) under indemnification provisions of any successor amended statute, (c) as provided in the Bylaws of the corporation; or (d) by any agreement adopted by the corporation. Any member of an advisory board shall be entitled to all the same rights of indemnification as a member of the board of directors of the corporation.

15. Director Liability. A director of this corporation shall not be personally liable to the corporation for monetary damages for any action taken or failure to take any action as a director, except for conduct described in clauses (a) through (d) of A.R.S. Section 10-3202.B.1, or any successor amended statute. If the Arizona Nonprofit Corporation Law is amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Arizona Nonprofit Corporation Law as so amended. Any repeal or modification of this Article 15 shall not increase the liability of a director of the corporation arising out of acts or omissions occurring before the repeal or modification becomes effective. Advisory board members shall be treated as directors for purposes of this Article 15.

16. Amendment of Articles. These Articles of Incorporation, and the Bylaws of the Corporation, may be amended by a vote of a majority of the Directors then in office.

IN WITNESS WHEREOF, the undersigned subscribe these Articles of Incorporation this 22nd day of October, 2013.

Marytown Academies, Inc.

By: _____
Adrian Ruiz

ACCEPTANCE OF APPOINTMENT
BY STATUTORY AGENT

The undersigned acknowledges and accepts appointment as statutory agent of Marytown Academies, Inc., effective this 22nd day of October, 2013.

Marlene Sharp

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

CERTIFICATE OF DISCLOSURE

Read the Instructions CD01I

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

Marytown Academies, 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:**

- ☒ Initial (accompanies formation or registration documents)
- ☐ Annual (credit unions and loan companies only)
- ☐ Supplemental to CDD 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 constituted 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	form CD04.	

B. BANKRUPTCY QUESTIONS		
B.3 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
B.3 If the answer to number 3.1 is YES, you MUST complete and attach a Certificate of form C005.		

REMEMBER! 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 form C001.
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.

Name: Adrian Rojas

Address 1: 6917 West Beverly Road

Address 2:

City: Laveen | State: AZ | Zip: 85339

Country: UNITED STATES

SIGNATURE – see Instructions C003:

By typing or entering my name and checking the box marked "I accept" below, I intend to affix my electronic signature and (or through my physical signature appearing below) I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature: Adrian Rojas

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 C003:

By typing or entering my name and checking the box marked "I accept" below, I intend to affix my electronic signature and (or through my physical signature appearing 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	Mail: Arizona Corporation Commission - Corporate Filings Section, 1300 W. Washington St., Phoenix, Arizona 85007
All fees are nonrefundable - see Instructions.	Fax: 602-542-4159

Fees for processing ACC fees rather than the minimum prescribed by statute. The RAVE fee please add additional fee may apply to the additional made upon request.

All documents and each the annual 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.

C000C3
Form 3010

Arizona Corporation Commission – Corporation Filings
Page 2 of 2