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ARIZONA CORPORATION COMMISSION

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Executive Director

PATRICIA L. BARFIELD
Director, Corporations Division

RECEIVED
JAN 23 2012
BY:

January 19, 2012

MARIAN C ABRAM ESQ
% KARP & WEISS PC
3060 N SWAN RD
TUCSON, AZ 85712

RE: RISING SCHOOLS, INC.
File Number: 17327297

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 acceptable newspapers in each county is enclosed and is also available on the Commission website. Publication must be completed WITHIN 60 DAYS after January 19, 2012, 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 do not need to file the Affidavit of Publication you will receive from the newspaper.

Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 01/17/2013, 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 visit our website at www.azcc.gov/divisions/corporations to electronically file your annual report. You can also complete the form online, print it out and mail it in, or you can call the Annual Reports section at 602-542-3285.

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.

Sincerely,
Yvonne McFarlin
Examiner, Corporations Division

CF:04
REV. 01/2009

AZ CORPORATION COMMISSION
FILED

JAN 1 7 2012

FILE NO. 1732 7297

AZ Corp. Commission
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ARTICLES OF INCORPORATION
OF
RISING SCHOOLS, INC.

Pursuant to A.R.S. Section 10-3202
(Arizona Non-Profit Corporation)

1. **Name**:

The name of the Corporation is RISING SCHOOLS, INC.

2. **Initial Business**:

The Corporation is organized for the purpose of providing education to children within Pima County as a charter school and supporting educational activities commensurate with same and such other lawful business as permitted under the laws of the State of Arizona which is not inconsistent with the tax-exempt status of the Corporation.

3. **Character of Affairs**:

The character of affairs of the Corporation will be those which facilitate the purpose for which the Corporation has been organized.

4. **Tax-Exempt Status**

No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to its members, directors, officers, or other private person, 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 activity not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws); or (b) by a corporation, contributions to which are deductible under Section 501 (c)(3) of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Laws).

5. **Dissolution**:

Upon dissolution of the Corporation, the Board of Directors shall, after paying or make 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 purpose as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the United States Internal Revenue Code (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 in the county in which the principal 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. **Indemnification**:

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

7. **Members**:

The Corporation shall have no Members.

8. **Board of Directors**:

The initial Board of Directors shall consist of one (1) director. The name and address of the person who is to serve as the sole director until successor(s) is/are elected and qualified is:

Name: GEORGE RISING
Address: 5405 N. Oracle Road, Suite 101, Tucson, AZ 85704.

9. **Known Place of Business**:

The street address of the known place of business of the Corporation is:

5405 N. Oracle Road, Suite 101, Tucson, AZ 85704.

10. **Statutory Agent**:

The statutory agent of the Corporation is:

Name: Marian C. Abram, Esq.
Address: c/o KARP & WEISS, P.C., 3060 N. Swan Road, Tucson, AZ 85712

11. **Incorporators**:

The incorporator of the Corporation is

Name: GEORGE RISING
Address: 5405 N. Oracle Road, Suite 101, Tucson, AZ 85704.

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

Executed this 4 day of January, 2012 by the sole incorporator:

Signed: George D. Rising
GEORGE RISING

Phone: _____ FAX: _____ **(Phone/FAX are optional.)**

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 4th day of January, 2012.

Signed: Marian C. Abram
Marian C. Abram, Esq.
KARP & WEISS, P.C.

CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

Rising Schools, Inc.
EXACT CORPORATE NAME

A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 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 the 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 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, prior name(s) and aliases, if 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. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) 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 in any jurisdiction on the bankruptcy or receivership 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 other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
   (a) was incorporated.
   (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(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 George G. Rising BY _____

PRINT NAME George G. Rising PRINT NAME _____

TITLE Director/Incorporator DATE 1/4/12 TITLE _____ DATE _____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.