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ARIZONA CORPORATION COMMISSION

ERNEST G. JOHNSON
Executive Director

JEFF GRANT
Director
Corporations Division

April 7, 2011

STEVE PRACHAROV
4322 E MULBERRY DR
PHOENIX, AZ 85018

RE: SCOTTSDALE COUNTRY DAY SCHOOL
File Number: 16628505

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 April 7, 2011, 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 02/28/2012, 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 Contreras
Examiner, Corporations Division

CF:04
REV. 01/2009

AZ Corp. Commission

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AZ CORPORATION COMMISSION
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FILE NO. 1101028505

DO NOT PUBLISH THIS SECTION

ARTICLE 1
If you are the holder or assignee of a tradename, attach a copy of the tradename certificate.

ARTICLES 2
The Internal Revenue Code places certain restrictions upon the purpose of a tax exempt non profit corporation. Please refer to Federal Publication #557. Before completing this article.

ARTICLE 3
The name cannot imply that the corporation is organized for any character of affairs other than the initial business indicated in this article.

ARTICLE 4
This Article is included for the purpose of obtaining tax-exempt status with the IRS and to comply with A.R.S. §10-2326. If the corporation intends to apply for tax-exempt status, you will need to cite the specific Section of the IRS code, as amended, under which the corporation plans to organize. For further information please refer to publication #557.

ARTICLE 5
Insert applicable Section number of the IRS Code.

ARTICLE 6
This provision is not mandatory. See A.R.S. §10-3202(14).

ARTICLES OF INCORPORAT
OF A TAX-EXEMPT

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

1. Name: The Name of the Corporation is:

SCOTTSDALE COUNTRY DAY SCHOOL

2. Purpose: The purpose for which the corporation is organized is:

A PRIVATE SCHOOL FOR PRE-KG THRU 8TH GRADE

3. Character of Affairs: The character of affairs of the corporation will be:

PROVIDING EDUCATION FOR STUDENTS/FAMILIES

4. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, 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 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 activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) 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. Upon 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, 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 of 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. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

AZ CORPORATION COMMISSION
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Arizona Corporation Commission
Corporations Division

FILE NO. 1101028505

DO NOT PUBLISH THIS SECTION

ARTICLE 7
A minimum of 1 director is required.

7. Board of Directors: The initial board of directors shall consist of 2 director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

Name: STEVE PRAHCHAROV
Address: 4322 E. MULBERRY DR
City, State, Zip: PHOENIX AZ 85018

Name: KATHERINE PRAHCHAROV
Address: 4322 E. MULBERRY DR
City, State, Zip: PHOENIX AZ 85018

Name: _____
Address: _____
City, State, Zip: _____

Name: _____
Address: _____
City, State, Zip: _____

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE 8
May be in care of the statutory agent. If the address is the same as the street address of the statutory agent, write "same as statutory agent." DO NOT LEAVE BLANK.

8. Known Place of Business: (In Arizona) The street address of the known place of business of the Corporation is:

10460 N. 56TH ST
SCOTTSDALE AZ 85253

ARTICLE 9
The statutory agent must provide a physical address. If the statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

9. Statutory Agent: (In Arizona) The name and address of the statutory agent of the Corporation is:

Name: STEVE PRAHCHAROV
Address: 4322 E. MULBERRY DR.
City, State, Zip: PHOENIX AZ 85018

ARTICLE 10
A minimum of 1 incorporator is required. All incorporators must sign both the Articles of Incorporation and the Certificate of Disclosure

10. Incorporators: The name(s) and address(es) of the incorporator(s) is (are):

Name: STEVE PRAHCHAROV
Address: 4322 E. MULBERRY DR.
City, State, Zip: PHOENIX AZ 85018

Name: KATHERINE PRAHCHAROV
Address: 4322 E. MULBERRY DR.
City, State, Zip: PHOENIX AZ 85018

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

11. ☑ Check this box, if this provision will apply to your corporation.

DISCRIMINATION: The Corporation will not practice or permit discrimination on the basis of sex, race, national origin, religion, physical handicap or disability.

DO NOT PUBLISH THIS SECTION

ARTICLE 12
The Articles must indicate if the corporation will, or will not have members.

12. MEMBERS (Check One)

The corporation ☑ will have members
☐ will not have members.

Executed this 22 day of FEBRUARY, 2011 by all of the incorporators.

Signed: _____ _____

STEVE PRAHCHAROV
[Print Name Here]

KATHY PRAHCHAROV
[Print Name Here]

Phone and fax numbers are optional

PHONE 602-327-4545 FAX 602-327-1224

The agent must consent to the appointment by executing the consent.

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 22 day of FEBRUARY, 2011

Signed _____

STEVE PRAHCHAROV
[Print Name Here]

The Articles must be accompanied by a Certificate of Disclosure, executed within 30 days of delivery to the Commission, by all incorporators.

_____
[If signing on behalf of a company serving as statutory agent, print company name here]

CERTIFICATE OF DISCLOSURE

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

SCOTTSDALE COUNTRY DAY SCHOOL
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 ✓

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 ✓

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 [signature] BY [signature]

PRINT NAME STEVE PRAHCHAROV PRINT NAME KATHERINE PRAHCHAROV

TITLE DIRECTOR DATE 2/22/11 TITLE DIRECTOR DATE 2/22/11

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.

AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

DEC 09 2011

FILE NO. 1662850-5

NON-PROFIT CORPORATION
ARTICLES OF AMENDMENT
Pursuant to A.R.S. §10-11006

1. The name of the corporation is:
   Scottsdale Country Day School

2. Attached hereto as Exhibit A is the text of each amendment adopted.

3. The amendment was adopted the 9 day of December, 2011.

4. The amendment was duly adopted by act of (choose one):

   ☐ the members

   ☒ the board of directors (without member action and either member action was not required or members are not entitled to vote).

5. ☒ and with approval, in writing, by the person or persons so specified in the corporation's Articles of Incorporation or bylaws.

Dated as of this 9 day of December, 2011.

Signature: Katherine Pearlman
(Pursuant to ARS §10-3120 (F)(3)) the Articles of Amendment must be executed by an officer of the corporation or the Chairman of the Board of Directors).

Title: ~~Board of Directors~~ Chairman of the Board

Printed Name: Katherine Pearlman

AZ CORPORATION COMMISSION
FILED

DEC 15 2011

FILE NO. 1662850-5

EXHIBIT A

Members

The corporation will [NOT] have members.

)N

RECEIVED

DEC 13 2012

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

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

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION
Read the Instructions C015i

1. **ENTITY NAME –** give the exact name of the corporation as currently shown in A.C.C. records: Scottsdale Country Day School

2. **A.C.C. FILE NUMBER:** 16628505
Find A.C.C. file number on the upper corner of filed documents OR on our website at: http://www.azcc.gov/Divisions/Corporations

3. Date the attached amendment was adopted: December 10, 2012.

4. Check 4.1 or 4.2, or both – also check 4.3 if applicable:

   4.1 ☑ The Amendment was duly adopted by act of the Board of Directors.

   4.2 ☐ The Amendment was duly adopted by act of the Members.

   AND, if applicable:

   4.3 ☐ The Amendment was approved by the person or persons required by the Articles of Incorporation.

5. **A copy of the corporation's amendment must be attached to these Articles.**

SIGNATURE: By 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 | Katherine Prahcharov (Printed Name) | 12/10/2012 (Date (mm/dd/yyyy))

REQUIRED – check only one:

■ I am the **Chairman of the Board** of Directors of the corporation filing this document.	☐ I am a duly authorized **Officer** of the corporation filing this document.	☐ I am a duly authorized **bankruptcy trustee**, receiver, or other court-appointed fiduciary for the corporation filing this document.

Filing Fee: $25.00 (regular processing) Expedited processing – add $35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100

Please be advised that A.C.C. forms reflect 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.

EXHIBIT A

The purpose for which Scottsdale Country Day School is organized is an educational school.