B.1. Applicant Organization

Articles of Incorporation of Seneca Preparatory Academy (SPA) Foundation

AZ Corp. Commission
03445550

AZ CORPORATION COMMISSION
FILED
APR 29 2011
FILE NO 1677582-7

DO NOT PUBLISH THIS SECTION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. §10-3302(14).

ARTICLES OF INCORPORATION
OF A TAX-EXEMPT
Pursuant to A.R.S. §10-3202
(Arizona Non-Profit Corporation)

1. Name: The Name of the Corporation is:
SENECA PREPARATORY ACADEMY FOUNDATION

2. Purpose: The purpose for which the corporation is organized is: to operate for educational purpose within the meaning of 501 (c)(3) of the IRS

3. Character of Affairs: The character of affairs of the corporation will be: to be involved in the development and running of Seneca Preparatory Academy.

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 501c3 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 501c3 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 c3 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
FILED
MAY 06 2011
Arizona Corporation Commission
Corporations Division
FILE NO 1677582-7

CF:0041 - Tax-Exempt For Non-Profits
Rev: 10/2009

Page 2 of 4

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 29th day of April, 2011 by all of the incorporators.

Signed: Jean-Claude Abougou

Jean-Claude Abougou
[Print Name Here]

[Print Name Here]

Phone and fax numbers are optional

PHONE 520-465-3485 FAX

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 29th day of April, 2011.

Signed Jean-Claude Abougou

Jean-Claude Abougou
[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]

CF:0041 - Tax-Exempt For Non-Profits
Rev: 10/2009

Page 4 of 4

Arizona Corporation Commission
Corporations Division