B.1 ARTICLES, ANNUAL REPORT, MINUTES, BYLAWS: EXHIBIT 1

RECEIVED
JUN 22 2011
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

ARTICLES OF INCORPORATION

Of

Southwest Leadership Academy

The undersigned adult natural person, acting as incorporator, hereby establishes a non-profit corporation under the laws of the State of Arizona in compliance with A.R.S.§10-3202.

Article I
Name

The name of the corporation is **Southwest Leadership Academy**

Article II
Duration

The corporation shall have perpetual existence.

Article III
Purpose

The purpose of the organization is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the nonprofit corporation laws of the State of Arizona for public or charitable purposes. It may engage in any lawful activity, including but not limited to providing academic, vocational and therapeutic opportunities for youth. All purposes of this corporation as stated in these Articles shall be limited exclusively to these purposes as they come within the meaning of and comply with Section 501 (c)(3) of the Internal Revenue Code of 1986 (the "Code").

Article IV
Powers

4.1 General Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 4.2 of this Article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Arizona and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principle or agent, subject to such limitations as are or may be prescribed by law.

4.2 Restrictions on Powers.

a) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as may be specifically allowed by Section 501 (h) of the Code.

b) The corporation shall not participate or intervene (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, and the corporation shall not engage in campaign activity or the making of political contributions.

c) No part of the net earnings 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 be empowered to pay reasonable compensation for services rendered to or for the benefit of the corporation affecting one or more of its purposes and aid provided to individuals based upon need in accordance with the charitable purposes of the organization), and no director or officer of the corporation, or any other individual, taxable corporation, or person shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation.

d) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of the liabilities (the "Net Assets") shall be paid over or transferred to one or more exempt organizations, which are described in Section 501 (c)(3) of the Code, contributions to which are deductible under section 170 (c)(2) of the Code, at the time of any distribution. 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.

e) Notwithstanding any other provisions of these Articles of Incorporation, 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 provision of any future United States Internal Revenue Law) or: (b) by any corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

f) All references in these Articles of Incorporation to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal laws.

g) At any time that the corporation constitutes a non-public school in the State of Arizona, the corporation shall comply with all requirements of Arizona law applicable to Arizona non-public schools.

Article V
Principal Arizona Office

The principal office address is _9490 S. Beck Ave., Tempe, AZ 85284

Article VI
Statutory Agent

Statutory Agent:_Barbara J. Ross, PLC, 9490 S. Beck Ave., Tempe AZ 85284

Article VII
Incorporator

Incorporator: Barbara J. Ross, PLC, 9490 S. Beck Ave., Tempe, AZ 85284

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.

Article VIII
Character of Affairs

The Character of Affairs: The mission of Southwest Leadership Academy is to provide students the academic skills, interpersonal skills, and personal qualities to become successful in their education, careers and the community.

Article IX
Board of Directors

9.1 Powers, Number, Terms and Elections. The management of the affairs of the corporation shall be vested in the board of directors, except as otherwise provided by Arizona law, these Articles of Incorporation or the bylaws of the corporation. The number of directors, their classifications, their terms of office and the manner of their election or appointment, except for the initial board of directors named in 7.3 of this Article, shall be determined according to the bylaws of the corporation from time to time in force.

9.2 Liability of Directors.

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

b) The personal liability of a director or officer of the corporation shall be limited to the fullest extent provided by Arizona law for damages for breach of fiduciary duty as an officer or director. This provision shall not eliminate the liability of a director or officer for acts or omissions which involved intentional misconduct, fraud, a knowing violation of the law, or of the payment of dividends in violation of law.

c) Expenses of directors and officers incurred in defending a civil or criminal action, suit, or proceeding, must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding, upon receipt of and undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the corporation. This does not affect the rights to advancement of expenses which corporate personnel, other than directors or officers, may be entitled to under any contract or otherwise by law.

9.3 Initial Board members. The name(s) and addresses of the director(s) who shall act until the first annual meeting of the members and until their successors are duly chosen and qualified is/are:

Harriet Caruso (Board President)
4625 W. Morten Avenue
Glendale, AZ 85301

Barry McBride (Board Treasurer)
9929 N. 95th St., Suite Q-110
Scottsdale, AZ 85258

Michael Gantt (Board Secretary)
8761 E. Via de Dorado
Scottsdale, AZ 85258

Article X

[x] Check this box, if the provisions 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.

Article XI

Members: (Check One)

The Corporation [ ] will have members

[x] will not have members.

Article XII
Bylaws

The initial bylaws of the corporation shall be adopted by the board of directors. The board of directors shall have power to alter, amend, or repeal the bylaws from time to time in force and

adopt new bylaws. The bylaws of the corporation may contain any provisions for the regulations or management of the affairs of the corporation that are not inconsistent with the laws of the State of Arizona or these Articles of Incorporation, as these articles may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall be the effect of giving any director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

Article XIII
Amendments

Any amendment to these Articles of Incorporation shall be made by the adoption of such amendment at a meeting of the board of directors upon receiving the vote of a majority of directors in office.

Executed this 17th day of June, 2011, by the sole incorporator of Southwest Leadership Academy.

Signed _____
Barbara J. Ross, Esq.

Acceptance of Appointment by Statutory Agent
The undersigned, Barbara J. Ross, PLC, hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 17th day of June, 2011.

Signed _____
Barbara J. Ross, Esq.

CERTIFICATE OF DISCLOSURE

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

Southwest Leadership Academy
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 Harriet Caruso BY_____

PRINT NAME HARRIET CARUSO PRINT NAME_____

TITLE_____ DATE 6/17/11 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.

CF:0022 – Corporations
Rev.: 03/2010

Arizona Corporation Commission
Corporations Division

CERTIFICATE OF DISCLOSURE

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

Southwest Leadership Academy

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 [signature] BY_____

PRINT NAME MICHELE GANTT PRINT NAME_____

TITLE Secretary DATE 6/19/21 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.

CF:0002 – Corporations
Rev.: 03/2010

Arizona Corporation Commission
Corporations Division

CERTIFICATE OF DISCLOSURE

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

Southwest Leadership Academy
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 Barry A. McBride BY _____

PRINT NAME Barry A. McBride PRINT NAME _____

TITLE Treas DATE 6/17/11 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.

CF 0022 – Corporations
Rev. 03/2010

Arizona Corporation Commission
Corporations Division

CERTIFICATE OF DISCLOSURE

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

Southwest Leadership Academy
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 Barbara J. Ro _____ BY _____

PRINT NAME Barbara S. Ross _____ PRINT NAME _____

TITLE Incorporator _____ DATE 6/12/11 _____ 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.

CF:0022 – Corporations
Rev.: 03/2010

Arizona Corporation Commission
Corporations Division

STATE OF ARIZONA

Office of the
CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that

******SOUTHWEST LEADERSHIP ACADEMY******

a domestic nonprofit corporation organized under the laws of the State of Arizona, did incorporate on June 22, 2011.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Nonprofit Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-3122, 10-3123, 10-3125, & 10-11622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 28th Day of June, 2012, A. D.

SEAL OF THE ARIZONA CORPORATION COMMISSION
DITAT DEUS
1912

Executive Director

By: 781234

06/27/2012

Arizona Corporation Commission
Electronic Filing
Document Information

1:11 PM

CONGRATULATIONS!

- Please print a copy of this E-filed document and keep for your records until an approved annual report is posted to the official Commission database.
- Thank you for E-filing!

Document Information			
Your Order Number is: 780752			
Annual Report: A12			
Due Date: 06/22/2012			
Fee: 10.00			
Penalty: 0.00			
Reinstatement: 0.00			
Expedite:			

Corporate Information			
File Number: -1689474-6			
Corporation Name: SOUTHWEST LEADERSHIP ACADEMY			
Corporation Address: 9490 S BECK AVE			
Corporation Address:			
Corporation Address:			
City: TEMPE	**State:** ARIZONA	**Zip-Code:** 85284	**County:** MARICOPA
State of Domicile: ARIZONA			
Secondary address: Foreign Corporations Must Complete			
Address:			
Address:			
Address:			
City:	**State:**	**Zip-Code:**	**County:**

Business Phone:	**Character of Business:** EDUCATIONAL

Statutory Agent Information		
Statutory Agent: BARBARA J ROSS PLC		
Agent Mailing Address: 9490 S BECK AVE		
Agent Mailing Address:		
Agent Mailing Address:		
City: TEMPE	**State:** ARIZONA	**Zip-Code:** 85284
Agent Physical Address, If Different from Mailing Address.		
Physical Address:		
Physical Address:		
Physical Address:		
City:	**State:** ARIZONA	**Zip-Code:**

Corporate Officer Information	
HARRIET CARUSO PRESIDENT 4625 W MORTEN AVE GLENDALE, AZ 85301 **Date of Taking Office:** 06/22/2011	MICHAEL GANTT SECRETARY 8761 E VIA DE DORADO SCOTTSDALE, AZ 85258 **Date of Taking Office:** 06/22/2011
BARRY MCBRIDE TREASURER 9929 N 95TH ST STE Q110 SCOTTSDALE, AZ 85258 **Date of Taking Office:** 06/22/2011	

Corporate Director Information	
HARRIET CARUSO 4625 W MORTEN AVE GLENDALE, AZ 85301 **Date of Taking Office:** 06/22/2011	

Members
This Corporation **Does Not** Have Members.

CERTIFICATE OF DISCLOSURE (A.R.S. §§ 10-202(D), 10-3202(D), 10-1622.A.8 & 10-11622.A.7)
Has ANY person who is currently an officer, director, trustee, incorporator, or who, in a for For-Profit corporations controls or holds more than 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?
NO
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 execution of this certificate?
NO
3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of :
(a) fraud of registration provisions of the securities laws of that jurisdiction, or
(b) the consumer fraud laws of that jurisdiction, or
(c) the antitrust or restraint of trade laws of that jurisdiction?
NO

STATEMENT OF BANKRUPTCY OR RECEIVERSHIP (A.R.S. §§ 10-1623 & 10-11623)
A) Has the corporation filed a petition for bankruptcy or appointed a receiver?
NO
B) Has any person who is currently an officer, director, trustee or incorporator, or who, in a For-Profit corporation, controls or holds over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a 20% interest in any other corporation on the bankruptcy or receivership of that other corporation?
NO

Online Signature: Signed/executed by	
I certify that I am an officer, receiver, or trustee of the corporation who is duly authorized (and is listed in the report's officer section) to submit this report. I declare, under penalty of law, that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. Further, by typing/entering my name I affix my electronic signature acknowledging that this electronic document is submitted in compliance with Arizona Revised Statutes and that this information is true, complete and accurate as of the date the electronic filing is submitted.	
Officer Name: HARRIET CARUSO	**Officer Title :** PRESIDENT

- Commission Privacy Policy
- STARPAS Main Menu
- A.C.C. Corporations Division Main Page
- Arizona Corporation Commission Home Page

BOARD MEETING MINUTES
May 11, 2012

Members present: Michael Gantt, Barry McBride.

Guests/Staff present: Carolyn Jenkins-Bower, Barbara Ross, Brian Heath, Casandra McCray, Dottie Wodraska.

Meeting called to order at 12:10 pm. Motion made and seconded to approve agenda as presented.

Old Business

None.

Guest Presentation – Dorothy (Dottie) Wodraska, Director of Juvenile Transition, Maricopa County Education Service Agency

Ms. Wodraska distributed packets from her agency and reviewed the materials. The goals of MCESA are: 1) to reduce recidivism; and 2) help create an environment where kids won't find their way into juvenile services. The goal is also to have probation, treatment and education addressed in a single plan. Ms. Wodraska also provided information on the MCESA Youth Transition Advisory Council (MYTAC). Focus of this program is based on resiliency research in four key areas: education/career, home/family, hobbies/recreation/ and community/service. Two grants Ms. Wodraska is currently working with – OJJDP Second Chance (a planning grant) and REAL (a five year grant) were discussed.

Strategic Planning

The Board discussed that Southwest Leadership Academy is ready to launch the first charter school. The charter school application process is currently underway. To begin the charter school, ROP will enter into a management agreement with an existing charter school. Referral process will begin with students of the existing charter school and new students from the community surrounding the school location. SLA will look to develop a creative schedule to piggy back on transportation with existing bus routes.

Building Update

Barbara Ross reported that the Carl Smith School, in the Isaac School District, has been identified for the charter school location. The goal is to enter into a two year lease with a five year option. The site has a capacity of 500. First year goal for SLA start up is 200/250 students. Ms. Ross distributed photos and floor plans of the Carl Smith School. Discussion was held on the school location, layout, etc.

Board Recruitment/Community Service

Casandra McCray shared information regarding board recruitment and community service opportunities for SLA students. Materials to support board recruitment – board matrix, prospective board member interview questions, board member application, self assessment questionnaire, job description and expectations were distributed.

Charter Application

Carolyn Jenkins-Bower reported that administratively, the application is 90% complete. ROP has recently designed curriculum to meet federal standards. Personnel working on the Charter Application include Director of Education, Tracy Joseph; Lisa Broman, Educator and Curriculum Specialist; Suzanne Schulze, writer; and Marie Culpepper, Business Coordinator. During the process of application approval, board members will be interviewed (at least one). Submittal is to take place by May 25 which will provide an adequate window for review by the Charter School Board and allow for submittal of additional information, if needed, by the June 29 deadline. Submittal is an electronic process. Cole Arnold, an accountant with charter school experience, and Ms. Jenkins-Bower are working on the budget. Ski Broman suggested that we find someone with a Charter School background to review the application prior to submittal.

After some discussion, a motion was made and seconded for the approval of the 2013/2014 Charter School Application submittal by Southwest Leadership Academy to the Arizona Charter School Board. Motion carried. Barry McBride shall be the authorized representative for the Charter School Application. Documents needing board member signatures and updated information were distributed for signatures. Documents will be forwarded to Suzanne Schulze when completed.

Members of the board expressed their interest in having Dottie Wodraska join the Board. Ms. Wodraska asked that the Board send her a formal letter of invitation to join the board so that she could seek approval from her organization. Ms. McCray is to send the letter to Ms. Wodraska. Ms. Wodraska expressed an interest in having Dr. Don Covey, Maricopa County School Superintendent and Rick Miller, Founder and Chief Treasure Hunter, Kids at Hope tour Canyon State Academy.

There being no further business before the Board, motion was made and carried to adjourn. Meeting adjourned at 2:15pm.

BYLAWS
OF
SOUTHWEST LEADERSHIP ACADEMY

An Arizona Non-Profit Corporation

ARTICLE I

BOARD OF DIRECTORS

SECTION 1. The members of the Board of Directors shall constitute the governing body of Southwest Leadership Academy. The initial Board of Directors shall be comprised of the persons whose names and addresses appear in the Articles of Incorporation as the Directors of Southwest Leadership Academy., to-wit:

NAME	ADDRESS
Harriet Caruso	4625 W. Morten Avenue, Glendale, AZ 85301
Michael Gantt	8761 E. Via de Dorado, Scottsdale, AZ 85258
Barry McBride	9929 N 95th Street, Ste. Q-110, Scottsdale, AZ 85258

SECTION 2. The members of the Board of Directors shall elect from among their number a President, Secretary, and Treasurer, all of whom may be the same person. No less than ten (10) days prior to any annual meeting after incorporation, the members of the Board of Directors may individually submit to the Secretary the names of any eligible nominee or nominees for Board membership, and the Secretary shall forward the names of said nominees, thus submitted, to all the members of the Board of Directors at least five (5) days prior to said annual meeting. Additional nominations may be made at the meeting by any two (2) members of the Board of Directors in writing, signed by them, and delivered to the Secretary prior to the meeting. The Board shall have power, from time to time and at any regular or special meeting, to increase or reduce the members of the Board of Directors as it shall deem desirable. The

number of Directors of Southwest Leadership Academy shall not be less than one (1) nor more than five (5). The Board shall have the authority to fill by election any vacancies which may occur. The same nomination and election procedure indicated above shall be used to subsequently elect new members of the Board of Directors except that the term for which new members are elected shall be two (2) years.

SECTION 3. Annual meetings of the Board of Directors shall be held at a place and time designated by the President, unless and until a majority of the Board of Directors shall determine otherwise. Special meetings may be called at any time by the President or upon the written request of any two (2) members of the Board of Directors submitted to the Secretary. Written notice of the annual meeting of Southwest Leadership Academy, and of any special meeting shall be mailed to each of the members of the Board of Directors at their respective last known addresses, ten (10) days before such meeting. Any member of the Board of Directors may waive notice of any meeting by a writing signed by him, or his duly authorized attorney, either before or after the meeting.

SECTION 4. A majority of the members of the Board of Directors shall constitute a quorum, and the acts of a majority of the members of the Board of Directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors. Presence or voting by proxy shall not be allowed at meetings of the Board of Directors. However, should a quorum not be present, the corporate action proposed may be submitted by letter to the Board of Directors for decision and, if a majority of the members of the Board of Directors consent in writing to any action proposed to be taken by Southwest Leadership Academy, such action shall constitute valid corporate action to the same extent as if it had been authorized at a meeting of the Board of Directors.

SECTION 5. Each member of the Board of Directors shall be entitled to one (1) vote and shall not be liable for any dues or assessments at any time or of any type, but shall in other respects be subject to all laws of the State of Arizona relating to Directors of non-profit corporations.

SECTION 6. The Board of Directors shall manage all affairs of Southwest Leadership Academy, and exercise all of its corporate powers and shall have authority to delegate any such authority. However, no part of the property, real or personal, of Southwest Leadership Academy, nor any portion of the income there from, shall inure to the benefit of any of the members of the Board of Directors or any private individual, except that reasonable compensation may be paid to any person for services rendered to or for Southwest Leadership Academy, in carrying out one or more of its purposes. No member of the Board of Directors or any private individual shall be entitled to share in the distribution of any of the corporate assets of Southwest Leadership Academy upon its dissolution.

SECTION 7. The Board of Directors may, by an affirmative vote of not less than two-thirds of its votes, impeach or remove any person then serving as a member of said Board of Directors for failure to attend meetings or to reasonably fulfill his or her obligations as a member of said Board, or for any other reason which may reasonably cause Directors holding not less than two-thirds of the votes of the Board of Directors to conclude that impeachment or removal of any member of said Board would materially enhance the continued conduct and affairs of Southwest Leadership Academy. Any office vacated by such impeachment or removal may be filled by election by the Board of Directors for the balance of the term vacated, after which it shall be filled by nomination and election in the manner provided in Section 2 of this Article.

SECTION 8. By majority vote, the then serving members of the Board of Directors shall have the right to designate one or more co-Directors or successor Directors who shall

automatically become Trustee(s) of Southwest Leadership Academy, immediately in the case of a co-Trustee, or in the event of the resignation, death, or incapacity of one or more Trustee in the case of a successor Trustee. Such designation shall be made in a writing filed with the minutes of Southwest Leadership Academy, and signed by the then serving Trustee(s). By majority vote, the then serving members of the Board of Directors shall have the right to revoke any such designation and make a new designation at any time by a writing filed with the minutes of Southwest Leadership Academy. In the event there are no then serving Directors and no successor Director(s) has been named as provided for herein, any interested party may petition a court of competent jurisdiction to name one or more individuals to serve on the Board of Directors.

ARTICLE II

OFFICERS

SECTION 1. The officers of Southwest Leadership Academy shall be a President, a Secretary, a Treasurer and such other officers as the Board of Directors determines. The initial officers shall be elected for terms of one (1) year each by a majority vote of the members of the Board of Directors at the annual meeting, the officers shall hold office until the conclusion of the annual meeting at the end of their terms of office, and the qualification of their respective successors. A vacancy in any office may be filled for the balance of the current term by a majority vote of the Board of Directors. In lieu of such action at a meeting, a nomination may be submitted by letter by a member of the Board of Directors to the Secretary. Upon receipt of the written nomination, the Secretary shall forward it to the members of the Board of Directors for a decision to be rendered in writing in the manner provided in Article I, Section 2 of these Bylaws.

SECTION 2. The President shall preside at all meetings of the Board of Directors, shall exercise general supervision and control of the affairs of Southwest Leadership Academy, shall

have all powers incident to the office of the President of a non-profit corporation and not inconsistent with the Articles of Incorporation or the Bylaws of this Corporation, shall perform generally the duties customarily required of such office, and shall be the chief officer thereof, subject, however, to the direction of the Board of Directors.

SECTION 3. In the absence of the President, the Secretary shall have the power to discharge all the duties of the President.

SECTION 4. The Secretary shall keep all corporate records, shall cause minutes to be kept of all meetings of the Board of Directors, shall have custody of all minute books of Southwest Leadership Academy, shall send out all notices, and shall make such reports and perform such other duties as are incident to his office or may be required of him by the Board of Directors.

SECTION 5. The Treasurer shall keep books and accounts reflecting all financial matters relevant to Southwest Leadership Academy. The Treasurer shall prepare annually a report indicating the receipt and disposition of all funds and property of Southwest Leadership Academy, and shall himself/herself report to the Board of Directors on, and make recommendations with respect to, the finances of Southwest Leadership Academy. The Treasurer shall further perform all duties usually incident to such office or which may be delegated to him by the Board of Directors.

ARTICLE III

COMMITTEES

The Board of Directors may at any annual or special meeting create a committee and appoint any members of the Board of Directors or other persons to serve on any committee

the Board may desire to form to facilitate the accomplishment of the purposes and objectives of Southwest Leadership Academy, as stated in its Articles and Bylaws.

ARTICLE IV

AMENDMENTS

SECTION 1. The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of Southwest Leadership Academy, by affirmative vote of a majority of the Board of Directors at any regular or special meeting, provided that the proposed action is inserted in the notice of such meeting and the written assent of a majority of the members of the Board of Directors shall serve to repeal or amend any Bylaws or to adopt additional Bylaws.

SECTION 2. Bylaws of Southwest Leadership Academy, may not be made, altered, amended, or repealed by any means other than that stipulated in Section 1 of this Article, and no amendment shall cause the operation of Southwest Leadership Academy, to be for purposes other than as set forth in the Articles.

ARTICLE V

CONTRACTS

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of Southwest Leadership Academy, and such authority may be general, or confined to a special instance; and unless so authorized by the Board of Directors, no officer nor any agent or employee shall have any power or authority to bind Southwest Leadership Academy, by any contract or engagement or to pledge its credits or render it pecuniarily liable for any purpose or for any amount.

ARTICLE VI

PROHIBITION AGAINST PARTICIPATING IN AND

DISTRIBUTION OF CORPORATE ASSETS OR EARNINGS

No trustee, officer, employee of, agent of, or person connected in any way with Southwest Leadership Academy, shall receive or have inure to his benefit at any time any portion of the net earnings or assets of Southwest Leadership Academy, during its existence or upon its dissolution or in any way profit from the operations or activities of Southwest Leadership Academy, provided, however, that this shall not prevent the payment of reasonable compensation to any person for services rendered to Southwest Leadership Academy in carrying out its purposes, as shall be fixed by the Board of Directors. All members of Southwest Leadership Academy shall be deemed to have expressly consented and agreed that upon the dissolution or winding up of the affairs of Southwest Leadership Academy, whether voluntarily or involuntarily, the assets of Southwest Leadership Academy, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to an organization, selected by the Board of Directors, described in Section 501(c)(3) of the Internal Revenue Code of 1986 or successor provisions of any subsequent federal law (the "Code") to be used for educational, scientific or charitable purposes as defined in Section 501(c)(3) of the Code. Moreover, the income of Southwest Leadership Academy shall be distributed as directed by the Board of Directors for educational, scientific or charitable purposes within the meaning of Section 501(c)(3) of the Code. 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 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.

ARTICLE VII

INVESTMENTS

Southwest Leadership Academy shall have the right to retain all or any part of property or funds acquired by it, and to deposit, invest and reinvest the same according to the judgment of the Board of Directors. No action shall be taken by or on behalf of Southwest Leadership Academy, if such action is a prohibited transaction or would result in the denial of the tax exemption under any applicable section of the Code and its regulations as they now exist, or as they may hereafter be amended. In setting investment policy, the Board of Directors shall be mindful of the purposes of Southwest Leadership Academy.

ARTICLE VIII

EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member, trustee, director, officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of Southwest Leadership Academy, which is not permitted to be taken or carried on by an organization exempt from taxation under any applicable section of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under the Code and its regulations as they now exist or as they may hereafter be amended, or any action or activity which for any reason whatsoever would result in the loss of tax exempt status by Southwest Leadership Academy, under any of the provisions of the Code or regulations as they now exist or may hereafter be amended.

ARTICLE IX

NON DISCRIMINATION POLICY

Southwest Leadership Academy values a diverse student population and a diverse workforce and is an Equal Opportunity Employer. Southwest Leadership Academy does not

discriminate on the basis of race, color, national origin, sex, religion, age, sexual orientation, mental or physical disability, marital status, prior military service, political affiliation, or any and other characteristic protected by Federal, State, or Local law.

ARTICLE X

INDEMNIFICATION

SECTION 1. For the purposes of this Article X, "agent" means any person who is or was a Director, trustee, officer, employee, or other agent of Southwest Leadership Academy, or is or was serving at the request of Southwest Academy, as a director, trustee, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, trustee, officer employee, or agent of a foreign or domestic corporation which was a predecessor corporation of Southwest Leadership Academy, or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article X.

SECTION 2. Southwest Leadership Academy shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of Southwest Leadership Academy, to procure a judgment in its favor, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of Southwest Leadership Academy, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of Southwest

Leadership Academy, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of Southwest Leadership Academy, or that the person had reasonable cause to believe that the person's conduct was unlawful.

SECTION 3. Southwest Leadership Academy, shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of Southwest Leadership Academy, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of Southwest Leadership Academy, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of Southwest Leadership Academy, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3 of this Article X:

(a) In respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to Southwest Leadership Academy, in the performance of such person's duty to Southwest Leadership Academy, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

SECTION 4. To the extent that an agent of Southwest Leadership Academy has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article X or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

SECTION 5. Except as provided in Section 4 of this Article X, any indemnification under this Article IX shall be made by Southwest Leadership Academy, only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article X, by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by Southwest Leadership Academy, or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by Southwest Leadership Academy.

SECTION 6. Expenses incurred in defending any proceeding may be advanced by Southwest Leadership Academy, prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article X.

SECTION 7. No provision made by Southwest Leadership Academy, to indemnify its or its subsidiary's directors, trustees, or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this Article X. Nothing contained in this Article X shall affect any right to indemnification to which persons other than such directors, trustees and officers may be entitled by contract or otherwise.

SECTION 8. No indemnification or advance shall be made under this Article X, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 9. To the fullest extent permitted by Arizona Revised Statutes 12-982, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer executive officer of a non-profit corporation, caused by the director's negligent act or omission in the performance of that person's duties as a director or officer, provided that the person's act or omission was (1) within the scope of the director's or executive officer's duties, performed in good faith and not reckless, wanton, intentional or grossly negligent, and (2) either the damages are covered by liability insurance or the director or executive officer and the Board of Directors had made all reasonable efforts in good faith to obtain available liability insurance.

SECTION 10. Southwest Leadership Academy shall have, to the fullest extent permitted by Arizona Revised Statute 33-1253, the power to purchase and maintain insurance on behalf of any agent of Southwest Leadership Academy, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not Southwest Leadership Academy, would have the power to indemnify the agent against such liability under the provisions of this Article X.

SECTION 11. This Article X does not apply to any proceeding against any director, trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of Southwest Leadership Academy as defined in Section 1 of this Article X. Southwest Leadership Academy shall have the power to indemnify such director, trustee, investment manager, or other fiduciary to the extent permitted by the Arizona Revised Statutes.

SECTION 12. In no case, however, shall Southwest Leadership Academy, indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as amended ("Code"). Further, if at any time Southwest Leadership Academy, is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment should constitute an act of "self-dealing" or a taxable expenditure, as defined in §§4941(d) or 4945(d), respectively, of the Code.

If any part of this Article X shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XI

INTERPRETATION OF BYLAWS

All questions of interpretation of these Bylaws shall be decided by a majority vote of the members of the Board of Directors present at any meeting having a quorum, and such decisions shall be final.

KNOWN BY ALL THESE PRESENT:

The undersigned, being the Board of Directors of Southwest Leadership Academy, an Arizona Non-profit Corporation, does hereby consent to the foregoing Bylaws and adopts the same as and for the Bylaws of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 23 day of June, 2011.

Michael Gantt, Secretary