Organization Plan B.1 Legal Documentation establishing entity Exhibits

The following documents can be found on the following pages:

- Articles of Incorporation (Exhibit pages 2 – 6)
- 3Amendments to the Articles:
  - 3/9/2000 (Exhibit pages7 & 8),
  - 6/7/2000 (Exhibit page 9)
  - 4/11/2012 (Exhibit pages 10,11, 12)
- The 2011 Annual Report (Exhibit pages 13, 14, 15,16)
- Documentation of director or officer changes since submission of Annual Report (Exhibit page 17)
  - Annual Board Meeting Minutes (Exhibit page 18)
  - Request for change letter submitted and approved by the Arizona Corporation Commission (Exhibit page 19)
- Current Corporate Bylaws (Exhibit pages 20–28)
- Board Resolution documenting the Corporation's Intent to apply for a Charter (page 29)

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address 1200 West Washington
Phoenix, Arizona 85007-2929

Tucson Address 400 West Congress
Tucson, Arizona 85701-1347

CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

CHECK APPROPRIATE BOX (A OR B) ANSWER "C"

BIW 2000, INC.
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT

A. [X] No persons serving either by elections or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation

1. Have been 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. Have been 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. Have been or are 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 or 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

B. [ ] For any person of persons who have been or are subject to one or more of the statements in items A 1 through A 3 above, 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. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

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 corporation.
2. Full name (including aliases) and address of each person involved
3. State(s) in which the corporation:
   (a) Was incorporated.
   (b) Has transacted business.
4. Dates of corporate operation.

D. The fiscal year end adopted by the corporation is June 30

Under penalties of law, the undersigned incorporators/officer(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. **THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.**

BY _____ BY _____

PRINT NAME Kenneth R. Moeller PRINT NAME _____

TITLE Incorporator DATE [illegible] TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or 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 an AMENDED 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.

CF: 0022 - Business Corporations (Rev: 1/96)

JLH:pbd 121939, 1/9/96 MASTER

* * * CORPORATE DISCLAIMER * * *

The undersigned who, at the request of a client, are incorporators for "RPM 2000, INC " have similarly acted as incorporators for other corporations in the past. Accordingly, the undersigned cannot be certain that any such corporations have not had their charters revoked.

KENNETH R. MOELLER

* * * * * * *

STATE OF ARIZONA)
) ss:
COUNTY OF PIMA)

Subscribed and sworn to before me this 21st day of April, 1999 by Kenneth R. Moeller.

Notary Public

[Seal and Expiration Date]

OFFICIAL SEAL
THERESA ETCHELLS
NOTARY PUBLIC - ARIZONA
PIMA COUNTY
My Comm. Expires March 15, 2001

F:\WP\FILES\RM\LA\CORP\DISCLAIMER.WPD

EXPEDITED

ARTICLES OF INCORPORATION
OF
RPM 2000, INC.

(Arizona Non-Profit Corporation)

ARTICLE I

The name of the of the Corporation shall be RPM 2000, Inc

ARTICLE II

The character of affairs that the Corporation initially intends to conduct are activities to create, research and develop effective outcome prevention programs/ services for application in homes, schools and communities.

ARTICLE III

The known place of business of the Corporation shall be 620 N Craycroft Road, Tucson, Arizona 85711

ARTICLE IV

The name and address of the initial statutory agent for the Corporation is Lawrence M Hecker, 405 W Franklin Street, Tucson, Arizona 85701.

ARTICLE V

The Corporation shall have members.

ARTICLE VI

The name and address of the incorporator of the Corporation is:

Kenneth R. Moeller
405 W Franklin Street
Tucson, Arizona 85701

ARTICLE VII

The board of directors of the Corporation shall initially consist of two (2) directors. The names and addresses of the persons who are to serve as directors until their successor are elected and qualified are:

Natasha Walsh	Pamela Clark-Raines
729 N Lee Highway	620 N. Craycroft
Lexington, Virginia 24450	Tucson, Arizona 85711

The number of persons to serve on the board of directors may be changed from time to time as provided in the Bylaws

ARTICLE VIII

A director's liability to the corporation for monetary damages for reach of fiduciary duty as a director is hereby eliminated to the full extent allowed by law. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

Incorporator

DATE. April 20 2009

Consent of Statutory Agent

I, Lawrence M. Hecker, having been designated to act as Statutory Agent for RPM 2000, Inc., hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.

LAWRENCE M. HECKER

Date: 4/[illegible]/98

EXPEDITED

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

3-9-2000

3-23-2000

0843010-9

1. The name of the corporation is: RPM 2000, Inc.

2. The following Amendment was adopted by the Board of Directors:

The name of the corporation shall be changed to

and: **StrengthBuilding Partners**

The corporation shall have no members

3 The Articles are amended as follows.

ARTICLE I

The name of the Corporation shall be StrengthBuilding Partners.

ARTICLE V

The Corporation shall not have members.

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or any 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 II hereof. 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 or in opposition to 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) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

DATED this 7th day of March, 2000

EXPEDITED

Date Filed 6-7-2000

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

0873010-9

1. The name of the corporation is: **StrengthBuilding Partners**

2. The following Amendment was adopted by the Board of Directors.

3. The Articles are amended as follows:

ARTICLE II

The primary purpose of the Corporation shall be to undertake activities to create, evaluate and develop prevention programs/services for application in homes, schools and communities.

This organization is organized and operated exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

DATED this 5th day of June 2000

PRESIDENT

COMMISSIONERS
GARY PIERCE - Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS

ERNEST G. JOHNSON
Executive Director

PATRICIA L. BARFIELD
Director, Corporations Division

ARIZONA CORPORATION COMMISSION

April 16, 2012

PAMELA CLARK RAINES
PO BOX 91313
TUCSON, AZ 85752

RE: STRENGTHBUILDING PARTNERS
File Number: 08730109

We are pleased to notify you that your Amendment to Articles of Incorporation for the above-referenced corporation HAS BEEN APPROVED.

No publication is required.

We strongly recommend that 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,
Leonard Quintana
Examiner, Corporations Division

CF:11
REV. 01/2009

1300 WEST WASHINGTON, PHOENIX, ARIZONA 85007-2929
www.azcc.gov - 602-542-3026

AZ Corp. Commission
03846379

AZ CORPORATION COMMISSION
FILED

APR 11 2012

FILE NO. 0873010-9

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

1. The name of the corporation is: StrengthBuilding Partners

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

3. The amendment was adopted the 1st day of March, 2012.

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 4th day of April, _____.

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

Title: Chairman of The Board of Directors

Printed Name: Jill R. Reff

EXHIBIT A

Articles of Amendment of Articles of Incorporation of StrengthBuilding Partners

Article I: Purpose of the Corporation

This corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation improves the lives of children, families and individuals by teaching them how to use the powerful tool of StrengthBuilding™ to achieve their potential in academics and life.

E-FILED

STATE OF ARIZONA CORPORATION COMMISSION
CORPORATION ANNUAL REPORT & CERTIFICATE OF DISCLOSURE

03747683

DUE ON OR BEFORE 10/21/2011 **FILING FEE** $10.00

PLEASE READ ALL INSTRUCTIONS. The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§10-121(A) & 10-3121(A). YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation.

-0873010-9

1. STRENGTHBUILDING PARTNERS
PO BOX 91313
TUCSON, AZ 85752

Business Phone: 520-546-9296 (Business phone is optional.)
State of Domicile: ARIZONA **Type of Corporation:** NON-PROFIT

2. Statutory Agent: PAMELA CLARK RAINES
Mailing Address: PO BOX 91313
City, State, Zip: TUCSON, AZ 85752

Statutory Agent's Street or Physical Address:
Physical Address: 1051 N. COLUMBUS BLVD.
SUITE 103
City, State, Zip: TUCSON, AZ 85711

ACC USE ONLY
Fee $ 10.00
Penalty $ 0.00
Reinstate$ 0.00
Expedite $
Resubmit$

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below. Note that the agent address must be in Arizona.

I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Signature of *new* Statutory Agent

Printed Name of *new* Statutory Agent

3. **Secondary Address:**

(Foreign Corporations are REQUIRED to complete this section).

4. CHARACTER OF BUSINESS

EDUCATIONAL

Received: 01/24/2012 10:11

AR-0048
Rev. 12/2008

Arizona Corporation Commission
Corporations Division

-0873010-9 STRENGTHBUILDING PARTNERS Page 2

5. CAPITALIZATION: (For-profit Corporations and Business Trusts are REQUIRED to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.

5a. Please examine the corporation's original Articles of Incorporation for the amount of shares authorized.

Number of Shares/Certificates Authorized	Class	Series Within Class (if any)

5b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of shares issued.

Number of Shares/Certificates Issued	Class	Series Within Class (if any)

6. SHAREHOLDERS: (For-profit Corporations and Business Trusts are REQUIRED to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.

NONE

7. OFFICERS

Name: JILL REFF
Title: CHAIRMAN
Address: PO BOX 91313
TUCSON, AZ 85752
Date Taking Office: 03/01/2000

Name: PAMELA CLARK RAINES
Title: PRESIDENT
Address: PO BOX 91313
TUCSON, AZ 85752
Date Taking Office: 09/01/1999

Name: CAMERONE PARKER
Title: SECRETARY
Address: PO BOX 91313
TUCSON, AZ 85752
Date Taking Office: 02/01/2005

Name:
Title:
Address:
Date Taking Office:

8. DIRECTORS

Name: ANNA RIVERA
Address: PO BOX 91313
TUCSON, AZ 85752
Date Taking Office: 05/01/2005

Name: CAMERONE PARKER
Address: PO BOX 91313
TUCSON, AZ 85752
Date Taking Office: 02/01/2005

Name: JILL REFF
Address: PO BOX 91313
TUCSON, AZ 85752
Date Taking Office: 03/01/2000

Name: PAMELA CLARK RAINES
Address: PO BOX 91313
TUCSON, AZ 85752
Date Taking Office: 09/01/1999

9. FINANCIAL DISCLOSURE (A.R.S. §10-11622(A)(9))

Nonprofits – if your annual report is due on or before September 25, 2008, you **must attach** a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). If your nonprofit annual report is due after September 25, 2008, a financial statement is not required. **Cooperative marketing associations** must in all cases submit a financial statement. All other forms of corporations are exempt from filing a financial statement no matter what date the annual report was due.

ONLY NONPROFIT CORPORATIONS MUST ANSWER THIS QUESTION:

9A. MEMBERS (A.R.S. §10-11622(A)(6)) This corporation DOES ☐ DOES NOT ☒ have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§ 10-202(D), 10-3202(D), 10-1622(A)(8) & 10-11622(A)(7))

A. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, 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?
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?
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 or 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?

One box must be marked: YES ☐ NO ☒

If "YES" to A, the following information **must be submitted** as an attachment to this report for each person subject to one or more of the actions stated in items 1 through 3 above.

1. Full birth name.
2. Full present name and prior names used.
3. Present home address.
4. All prior addresses for immediately preceding 7 year period.
5. Date and location of birth.
6. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved; and the file or cause number of the case.

B. Has any person who is currently an officer, director, trustee, 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?

One box must be marked: YES ☐ NO ☒

If "YES" to B, the following information **must be submitted** as an attachment to this report for each corporation subject to the statement above.

(a) Name and address of each corporation and the persons involved.
(b) State(s) in which it: (i) was incorporated and (ii) transacted business.
(c) Dates of corporate operation.

11. 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? **One box must be marked: YES ☐ NO ☒**

If "Yes" to A, the following information **must be submitted** as an attachment to this report:

1. All officers, directors, trustees and major stockholders of the corporation within one year of filing the petition for bankruptcy or the appointment of a receiver. If a major stockholder is a corporation, the statement shall list the current president, chairman of the board of directors and major stockholders of such corporate stockholder. "Major stockholder" means a shareholder possessing or controlling twenty per cent of the issued and outstanding shares or twenty per cent of any proprietary, beneficial or membership interest in the corporation.
2. Whether any such person has been an officer, director, trustee or major stockholder of any other corporation within one year of the bankruptcy or receivership of the other corporation. If so, for each such corporation give:
   (a) Name and address of each corporation;
   (b) States in which it: (i) was incorporated and (ii) transacted business.
   (c) Dates of operation.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected.

I declare, under penalty of perjury, that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of perjury that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name PAMELA CLARK-RAINES Date 01/24/2012

Signature PAMELA CLARK-RAINES

Title PRESIDENT

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)

-0873010-9 STRENGTHBUILDING PARTNERS

Additional Directors

Name: ALLISON EWING
Address: PO BOX 91313
TUCSON, AZ 85752
Date Taking Office: 03/01/2011

Documentation of director or officer changes since submission of Annual Report

On May 10, 2012, StrengthBuilding Partners (SBP) held its Annual Meeting. At this time, Chair Jill Reff's term as chair is officially expired and Ms. Reff has chosen to resign from the board due to the increased activity in her professional career and an inability to offer the level of commitment she has always provided SBP. Dr. Ewing-Cooper was nominated and unanimously elected to the Chair position.

Additionally, Ms. Camerone Parker, Secretary of the Board was removed from the Board of Directors due to medical reasons until such time that she requests to be re-nominated for board membership. Ms. Parker's re- election to the board will be contingent upon all the necessary paperwork (fingerprints, charter board affidavit and background information, resume, transcripts, etc) being submitted to the board prior to re-entry onto the board.

Ms. Clark-Raines was nominated and unanimously voted the acting secretary.

Ms. Barbara Wayne was also nominated to the board as a potential director. Ms. Wayne was interviewed by the board and she was provisionally voted onto the Board of Directors as a Member at Large, to be effective once all the necessary paper work has been filed with the board. This paperwork includes: fingerprint clearance card, resume, transcript, completed background information sheet and a notarized affidavit, disclosure, consent for background check and credit check.

Please see attached meeting minutes and request for change letter submitted and approved by the Arizona Corporation Commission.

StrengthBuilding Partners
Board of Directors Annual Meeting Minutes
May 10, 2012

I. **Present:** Anna Rivera, Allison Ewing, Pamela Cornell (advisor to the board), Pamela Clark-Raines, & Guest: Barbara Wayne

II. **Nomination to the Board:** Barbara Wayne was introduced to board members. Discussion re: Barbara's experience, background and interest in SBP and the MCLC. Barbara and Pam Cornell excused.

III. **Review and election of officers:**

- Camerone Parker, secretary, has requested to be placed on medical leave until further notice. Motion made. Discussion held. Board members discussed Camie's ability to participate at this crucial time in SBP's growth and development. Camie is a valued asset to SBP but her health is most important and the discussion involved freeing Camie of all responsibility and having her voted off the board until such time that she is able to fully participate without repercussion to her health. Motion made for Camie to be removed from the Board until such time that she requests to be re-nominated for board membership. Motion was unanimously approved with the caveat that her election to the board will be contingent upon all the necessary paperwork (fingerprints, charter board affidavit and background information, resume, transcripts, etc) being submitted to the board prior to re-entry onto the board.
- Motion made, discussed and unanimously approved for Pam to take on role of acting secretary.
- Jill Reff outgoing Chair and resignation. Motion to accept Jill's resignation. Discussion. Vote taken and resignation unanimously accepted.
- Discussion re: new chair. Anna Rivera made the motion that Allison be voted in as new Chair. Discussion re: responsibility and commitment. Vote taken and Allison unanimously voted in as Chair.
- Motion was made to accept Barbara Wayne's nomination to the board. Discussion. Motion made to provisionally vote Ms. Wayne onto the board to become effective once all the necessary paperwork (fingerprints, charter board affidavit and background information, resume, transcripts, etc) has been submitted and filed with the board. Vote was taken and motion was unanimously passed.

IV. **Financials**

- Presentation of Draft May 1, 2012 – April 30, 2013 Operating Budget. Motion made to accept Operating Budget as submitted. Discussion of budget. Vote taken and budget unanimously accepted.

Next Meeting: June 7, 2012

Location: SBP Offices

Arizona Corporation Commission

Close 100 % Print Image

AZ Corp. Commission
03941570

StrengthBuilding Partners
StrengthBuilding® Training & Coaching
PO Box 91313 Tucson, AZ 85752
520-546-0296 office 520-884-0087 fax
www.strengthbuilding.org

Arizona Corporation Commission
400 W. Congress, 2nd Floor
Tucson, AZ 85701

June 25, 2012

To Whom It May Concern:

StrengthBuilding Partners would like to make two changes to our Corporation (see below).

Please remove: 1) Jill Reff and 2)Cameronn Parker from the board.

At this time, we will have three Directors:

1. Allison Ewing-Cooper, Chair
   P.O. Box 91313
   Tucson, AZ 85752
   Date taking Office: 3/1/11

2. Pamela Clark-Raines, President and Acting Secretary
   P.O. Box 91313
   Tucson, AZ 85752
   Date taking office: 9/1/1999

3. Anita Rivera
   P.O. Box 91313
   Tucson, AZ 85752
   Date taking office: 05/01/2005

RECEIVED
JUN 25 2012
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Sincerely,

Pamela Clark-Raines
President

Bylaws of
StrengthBuilding Partners™
(An Arizona Non-Profit Corporation)

ARTICLE I

NAME

The name of the Corporation is StrengthBuilding Partners™ (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation in the State of Arizona shall be located in Tucson, Pima County, Arizona; however, the Board of Directors of the Corporation may change the location of such office or establish additional offices at such other locations as the Board of Directors may from time to time designate or the activities of the Corporation require, all subject to applicable limitations imposed by law.

ARTICLE III

PURPOSES

Section I. General. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation (the "Articles"). This corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation improves the lives of children, families and individuals by teaching them how to use the powerful tool of StrengthBuilding™ to achieve their potential in academics and life

Section 2. No Inurement. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or will inure to the benefit of, its members, directors or officers, or other private individuals; provided, however, that nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered (except by a member of the Board of Directors solely in such capacity) and reimbursement of expenses incurred in connection with services rendered to the Corporation.

ARTICLE IV

FISCAL YEAR

The fiscal year end of the Corporation shall be April 30.

ARTICLE V

MEMBERS

Section 1. Members. The Corporation shall have one class of members, consisting of those persons from time to time serving as members of the Board of Directors (each of whom is referred to as a "Director") of the Corporation. The Composition of the Board of Directors shall consist of at least five (5) and no more than twenty-five (25). Death, resignation or removal of any Director as provided in these Bylaws shall automatically terminate the membership of such person in this Corporation. Appointment of a successor Director as provided in these Bylaws shall accordingly qualify such Director as a member of this Corporation.

Section 3. Liabilities. No individual Director now or hereafter qualified or appointed shall be personally liable to the creditors of the Corporation for any indebtedness or liability, and any and all creditors of this Corporation shall look only to the assets of this Corporation for payment.

Section 4. Meetings and Actions of Members. For all purposes, meetings of the Board of Directors and actions taken by the Board of Directors shall constitute meetings and actions, respectively, of the members of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General. The management and control of the business, property and affairs of the Corporation shall be vested in and conducted by a Board of Directors. The Board of Directors shall have and exercise all powers necessary and convenient to effect the purposes of the Corporation not inconsistent with the Corporation's Articles, these Bylaws and state laws and regulations.

Section 2. Number. The board shall consist of at least five (5) and no more than twenty-five (25) Directors. The exact number of directors beyond the minimum stated herein shall be fixed and may from time to time be changed by a majority vote.

Section 3. Appointment. The Board of Directors shall appoint directors for regular terms as provided in these Bylaws. The Board of Directors shall also appoint as Directors (Ex-Officio Voting Directors) those who hold the positions of President of the Corporation and Master StrengthBuilder of the Corporation.

Section 4. Term of Office.

(a) Ex-Officio Directors. The regular terms of each Ex-Officio Director will continue, from the date of his or her appointment as a Director, throughout the period during which the Ex-Officio Director serves in an Ex-Officio position and shall become vacant when the person no longer holds the Ex-Officio position.

(b) Other Directors. Directors other than the Ex-Officio Directors shall be placed, as nearly as possible, into three groups of equal numbers. Directors in each such group shall be appointed for regular overlapping terms of three years, ending on an April 30th. Each Director shall be elected to a three-year term of office, and may be re-elected to a second three-year term. After a second term, a Director must be off the Board for one year before being eligible for a new term of office.

(c) Other Provisions. Each Director shall take office immediately upon his or her appointment and shall serve throughout the regular term to which the Director is appointed and until his or her successor is appointed and qualified. The term of office of any Director appointed to fill any vacancy shall be for the unexpired regular term of the Director being replaced unless otherwise stipulated by the action of the Board. A Director may be appointed for two consecutive terms of office. After a second term, a Director must be off the board for one year before being eligible for a new term of office.

Section 5. Vacancies. Vacancies on the Board of Directors resulting from death, incapacity to serve, resignation, removal, or otherwise, shall be filled by the Board of Directors. A Director so appointed to fill any such vacancy shall hold office for the balance of the term of the Director replaced, and thereafter until his or her successor has been duly appointed.

Section 6. Removal. Any Director may be removed from office at any time, with or without cause, by a majority vote of the Board of Directors.

Section 7. Powers. All corporate powers of the Corporation shall be exercised by or under the authority of, and all business and affairs of the Corporation shall be controlled by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

(a) Except as otherwise provided in the Articles or these Bylaws, to elect officers and remove any officer of the Corporation; to prescribe for all officers powers and duties not inconsistent with law, the Articles or these Bylaws; and to fix the compensation of officers and employees of the Corporation;

(b) To establish rules and regulations for the conduct, management and control of the affairs and business of the Corporation not inconsistent with the law, the Articles or these Bylaws;

(c) To authorize the Corporation to enter into contracts or any nature and to do any and all things and to engage in any and all activities not inconsistent with law, the Articles or these Bylaws.

Section 8. Advisors. The Board may appoint Advisors to the Board of Directors as desired. Advisors to the Board may attend meetings of the Board of Directors, and offer counsel, but do not have voting rights.

Section 9. Founders. The founders of StrengthBuilding Partners are Regina Murphy-Darling and Pamela Clark-Raines. The founders shall be voting members of the Board of Directors and have no term limitations.

Section 10. Compensation. No director or officer (other than President and Master StrengthBuilder) shall be entitled to any compensation. Reasonable expenses of officers and directors in performance of their duties may be reimbursed upon approval of the Executive Committee or Board of Directors.

Section 11. Nominations and Elections. Names of prospective Directors shall be submitted to the Board of Directors Secretary. The Secretary will chair the committee to nominate new board members. The nominating committee, as determined and/or recruited by the Secretary will submit recommendations for new board members to the Board for approval. New members shall be elected by a majority vote of the Board. Directors shall be elected annually.

ARTICLE VII

COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee consisting of the Chairperson, Vice Chairperson, Secretary, Treasurer, President, Master StrengthBuilder and immediate past Chairperson. The Executive Committee shall have any of the powers and authority of the Board of Directors in the management of the affairs of the Corporation between meetings of the Board of Directors, except the power to amend the Articles or these Bylaws. All actions taken by the Executive Committee shall be reported to the Board of Directors.

Regular meetings of the Executive Committee may be held at any place and at any time and date established by said Committee, and no notice of regular meetings shall be required to be given to any member. Special meetings may be held at the pleasure of the Executive Committee and notice of same shall be made a part of the records of the Corporation.

Section 2. Other Committees. The Board of Directors may create such special and standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each such committee and the chairperson of each such committee shall be fixed by the Board of Directors. The Board of Directors shall appoint the members of each such committee and may remove any of same from time to time. The membership of any such committee may include persons other than Directors. The President and Chairperson may be voting members ex-officio of each such committee.

There shall be the following standing committees with the following purposes, duties and responsibilities:

(a) Nominating Committee. The Secretary will chair and direct the work of the Nominating Committee. The nominating committee, consisting of the three consecutive past chairpersons of the Board, or other appropriate Board members until such time as three past chairpersons exist, shall be responsible for nominating (a) Board of Directors, and, (b) a slate of officers of the Corporation no later than the annual meeting of the Corporation.

(b) Finance Committee. The Finance Committee shall ensure the financial viability and accountability of the organization. The Committee shall be chaired by the Board Treasurer or volunteer as appointed by the Board Treasurer and approved by the Board of Directors. The Finance Committee shall have supervision over budgeting, financial record-keeping, accounting, the collection and disbursement of funds and the preparation of periodic financial statements, investment policies, monitoring the Corporation's investment portfolio, and shall recommend to the Board of Directors a public accountant to conduct each annual audit of the Corporation's financial records.

(c) Governance Committee. The Governance Committee shall be responsible for providing structure and appropriate policies so that the organization can achieve its mission, including such areas as personnel, board development, and periodic review of By-laws and/or Articles of Incorporation. This committee will be responsible for the annual performance review and compensation of President and Master StrengthBuilder and makes recommendations to the Board related to these positions.

(d) Fundraising Committee. The Fundraising Committee shall be responsible for soliciting and securing unrestricted contributions and grant awards that support the work of the organization, as well as

overseeing the development and implementation of special and/or fundraising events. They will also monitor acknowledgment of donations and donor relations.

(e) Program Development Committee. The Program Development Committee shall be responsible for the oversight of researching, soliciting, and securing grant awards that support the work of the organization and provide revenue to the organization. The committee will also assist with the identification of potential markets and purchasers of the Corporation's services.

ARTICLE VIII

OFFICERS

Section 1. Positions. The elected officers of the Board of Directors shall be a Chairperson of the Board (the "Chairperson"), a Chairperson-Elect of the Board (the "Chairperson-Elect"), a Secretary and a Treasurer. Additional officers are President and Master StrengthBuilder of the Corporation, who are employees of the Corporation. Other officers and/or assistant officers as needed may be appointed or elected by the Board of Directors and shall have such duties and exercise such powers as may be fixed by the Board of Directors from time to time.

Section 2. Election and Term of Office. The Chairperson, the Chairperson-Elect, Secretary and Treasurer shall be elected from those persons constituting the Board of Directors. Officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors of the Corporation; provided, however, that the Chairperson-Elect, upon the conclusion of the Chairperson-Elect's one year term of office, shall automatically succeed to the position of Chairperson for the ensuring term unless the Chairperson-Elect shall decline such succession, resign or be removed as a Director, or unless the term of office of the Chairperson-Elect as a Director shall expire and such person not be reappointed by the Board of Directors. The term of office of such officers shall commence immediately and shall continue for one year or until their respective successors are elected and qualified. Any vacancy occurring among the officers of the Corporation shall be filled by the Board of Directors at a regularly scheduled meeting of the Board of Directors or any special meeting called for such purpose. Any officer so elected shall hold office for the unexpired term of the officer succeeded or until such a successor is elected and qualified.

Section 3. Duties of Officers.

(a) The Chairperson. The Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee. The Chairperson shall, when required to do so by the Board of Directors, sign or countersign, as Chairperson, on behalf of the Corporation, all instruments, papers and documents to be executed by the Corporation.

(b) The Chairperson-Elect. The Chairperson-Elect, in the absence of the Chairperson, or upon the failure or inability of the Chairperson to act, shall exercise and have the same powers and duties with relation to the Corporation as the Chairperson. Upon the death, resignation or removal of the Chairperson, the Chairperson-Elect will become Chairperson for the unexpired term and continue through the original term elected, upon approval of the Board.

(c) The Secretary. The Secretary shall execute such documents, keep the minutes of Board of Directors meetings, have such other responsibilities and shall perform such other duties as prescribed by the Board of Directors from time to time. The Secretary will act as the parliamentarian and shall chair of the nominating committee.

(d) The Treasurer. The Treasurer shall have the custody of all monies and securities of the Corporation as ordered by the Board of Directors, taking proper vouchers for such disbursement, and shall

render to the Board of Directors from time to time, when so required of the Treasurer, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties pertaining to such office as the Board of Directors or the Chairperson or the President may from time to time require.

Section 4. Duties of Employed Officers. The President and the Master StrengthBuilder shall be the general manager and Chief Executive Officer (CEO) of the Corporation. As agreed between them, they shall make reports on the affairs and conditions of the Corporation to the Board of Directors at any meeting thereof when required to do so by such meeting and shall have, subject to the control of the Board of Directors, the general management of the affairs of the Corporation. The President shall primarily be responsible for generating revenue to support the organization. The Master StrengthBuilder shall be responsible for overseeing the program design and operation. They may, as such, unless otherwise prohibited by resolutions of the Board of Directors without specific authorization thereof, execute on behalf of the Corporation all contracts and agreements incident to the carrying on of the routine business of the Corporation. They may also perform such other duties as may be properly required of them by the Board of Directors.

ARTICLE IX

MEETINGS

Section 1. Regular and Special Meetings. Regular meetings of the Board shall be held at such times and locations as may be established from time to time by the Board of Directors. Regular meetings, if held on regularly established dates, need not be noticed except as required by law. Special meetings of the Board of Directors may be called by the Chairperson, the President of the Corporation, the Master StrengthBuilder, or by any two members of the Board of Directors. The person or persons calling special meetings of the Board may fix the place and time of the meeting.

Section 2: Annual Meeting. The annual meeting of the Board of Directors shall be held in April of each year, on such date and at such place and time as shall be scheduled by the Board of Directors each year and as shall be designated in the notice of such meeting, for the purpose of electing officers, receiving the annual reports of the officers and committee chairpersons, and the presentation and approval of the operating budget, as well as transacting such other business as may properly come before the meeting.

If an annual meeting is not held on the date specified or if the Board of Directors fails to take action on any matter which is the subject of the annual meeting of the Board of Directors, the Board of Directors may act on any matter (which would otherwise be the subject of the annual meeting of the Board of Directors) at a regular or special meeting called for that purpose.

Section 3. Quorum. At any meeting of the Board of Directors or any committee established by the Board of Directors, a quorum shall consist of a majority of its members. If, at any time during the progress of a meeting of the Board of Directors or any committee established by the Board of Directors a quorum shall be present, a quorum shall be deemed to have been present throughout such meeting, unless and except during such period as less than one-third of all Directors or all voting members of such committee are present.

Section 4. Action. All actions of the Board of Directors, and all actions of any committee established by the Board of Directors shall be by affirmative vote of at least a majority of Directors or voting committee members present at the time of vote in a meeting of Directors or a committee meeting at which a quorum is present.

Section 5. Meeting Notices. Notice of each meeting of the Board of Directors herein required to be given shall be given by the Secretary, or any other officer of the Corporation either by telephone, mail, fax or e-mail. Any notice of annual meetings of the Board of Directors shall be given at least ten (10) days prior to such meeting. Notices of all other meetings of the Board of Directors shall be given at least seven (7) days prior to such meeting. Notices of any special meetings of the Board of Directors shall be given at least two (2) business days prior to such meeting.

Section 6. Telephone Conferences. Regular or special meetings of the Board of Directors, or of any committee established by the Board of Directors, may be conducted by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 7. Order of Business. At meetings of the Board of Directors, or for any committee established by the Board of Directors, business shall be transacted in such order as the Board of Directors or such committee may determine from time to time. Roberts Rules of Order shall govern in any matter not covered by the Articles or by these Bylaws.

ARTICLE X

CONTRIBUTIONS

The Corporation may accept any designated contribution, bequest or devise not inconsistent with its general tax-exempt purposes, the Articles and these Bylaws. As so limited, donor-designated contributions will be accepted for special Funds, purposes or uses, and such designations generally will be honored, however, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as final discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain complete control over all donated funds (including designated contributions) and shall exercise unlimited discretion as to their use so as to assure that such funds will be used to carry out its tax exempt purposes.

ARTICLE XI

INVESTMENTS

The Board of Directors shall have the power to make investments of the funds of the Corporation and to change the same, and may from time to time sell any part of the investments of the Corporation or any rights or privileges that may accrue thereon. The Board of Directors may delegate such powers to one or more officers of the Corporation or to any committee established by the Board of Directors, all on terms and subject to such limitations as the Board of Directors may determine. Any person or persons so designated by the Board of Directors shall have authority to execute such form of transfer and assignment as may be customary to constitute the transfer of stocks or other securities or investments in the name of the Corporation.

ARTICLE XII

INDEMNIFICATION

Section 1. Indemnification. The Corporation shall indemnify its directors, officers, employees and agents against expenses incurred in actions by third parties or by or in right of the Corporation to the full extent permitted by and as provided in the Arizona Revised Statutes.

Section 2. Insurance. The Corporation may, to the full extent permitted by law and authorized by the Board of Directors, purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by any such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE XIII

CONFLICT OF INTEREST

No member of the Corporation Board of Directors shall participate in the decision-making process on any matter in which the member has a substantial interest (direct or indirect, through relatives, financial or proprietary interest). No board member shall use his or her position as a board member, officer, employee or committee member of the Corporation to gain access to information or to influence the decision-making process of the organization in connection with any matter in which he or she has a substantial interest.

ARTICLE XIV

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having of the authority of the board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of the Board of Directors entitled to vote. Any member of the Board of Directors or his agent or attorney may inspect all books and records of the Corporation, for any proper purpose, at any reasonable time.

ARTICLE XV

DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI

AMENDMENTS

Subject to approval of the Corporation's Board of Directors, these Bylaws may be amended or rescinded and new Bylaws adopted or the Articles amended in each case by the Board of Directors at a meeting called for that purpose; provided, however, in no event these Bylaws or the Articles be amended so as to make the Corporation other than a charitable and/or educational organization falling within the meaning of § 501© (3) of the Internal Revenue Code of 1986, as amended. The text of any proposed amendment shall be distributed to each member of the Board of Directors, together with the appropriate

notice of meeting, at least ten (10) days prior to the date of any meeting at which such amendment is to be considered.

IN WITNESS WHEREOF, the foregoing Bylaws have been approved and adopted by the Corporation's Board of Directors this 10th day of April, 2003.

StrengthBuilding Partners™

By: _____

Chairperson

StrengthBuilding® Training & Coaching
P.O. Box 91313 Tucson, AZ 85752
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www.strengthbuilding.org

RESOLUTION

Be it resolved that StrengthBuilding Partners Board of Directors approved StrengthBuilding Partners move forward with the development and application of a Charter school to be known as the Model Community Learning Center. This approval was obtained during the Board of Directors meeting held on January 26, 2012.

Jill Reff, Chair

3/1/2012
Date