

Arizona State Board for Charter Schools

Arizona State Board of Education

1700 W. Washington St., Room 164, Phoenix, AZ 85007

(602) 364-3080 Fax (602) 364-3089

www.asbcs.az.gov

RECEIVED

CHARTER HOLDER STATUS AMENDMENT REQUEST

JAN 22 2010

(Charter Holder Name) Successful Beginnings Inc. (CTDS) 098751000

(Charter Holder Mailing Address) 841 E. McNeil St.

(City, State) Show Low, AZ (Zip) 85901

(Charter Representative's Name) Eve Hoskins

(Phone Number) 928-537-2365 (Fax Number) 928-537-2365

Failure to submit all required documentation will result in the Amendment Request being returned without being processed. Faxed copies will not be accepted. Please send originals.

Check appropriate box(s)

- Change in legal status of the Charter Holder
- Change in entity name of the Charter Holder
- Change in ownership of the Charter Holder (for-profits only)
- Other (please explain)

Included are the following:

- Board minutes approving the change (If the body is subject to Open Meeting Law, minutes must comply with ARS §38-431.01)
 - Copy of amendment to Articles of Incorporation filed with the Arizona Corporation Commission
 - Provide information regarding any payment, benefit or consideration received or to be received by any party in the transition.
- ⬇ Additional materials may be requested as required by the type of request

The Arizona State Board for Charter Schools and Successful Beginnings Inc. (Charter Holder), herein agree to amend the terms of the charter contract as follows:

FROM: Successful Beginnings Inc.

TO: Successful Beginnings Charter School

In witness whereof, Charter Holder has signed this contract amendment as of this 18th day of December, 2009, and the State Board for Charter Schools has signed this contract amendment as of this ____ day of ____, 20__, to take effect at such time as it is signed by both parties.



Charter Representative Signature

Representative Signature for the Arizona State Board for Charter Schools

Checklist for a change of the Charter Holder

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**FIRST AMENDMENT TO
ASSIGNMENT OF CHARTER SCHOOL CONTRACT**

THIS FIRST AMENDMENT TO ASSIGNMENT OF CHARTER SCHOOL CONTRACT (this "Amendment") entered into as of this 25 day of February, 2010, by and between **SUCCESSFUL BEGINNINGS, INC.**, an Arizona corporation ("SBI") and **SUCCESSFUL BEGINNINGS CHARTER SCHOOL**, an Arizona nonprofit corporation ("SBCS").

RECITALS

A. SBI and SBCS entered into that certain Assignment of Charter School Contract, dated June 18th, 2009, wherein SBI assigned the Charter Contract to SBCS (the "Assignment"). Any capitalized terms used in this Amendment that are not otherwise defined herein shall have the same meaning given those terms in the Assignment.

B. Recital B and Section 6 of the Assignment provided that SBI had not yet commenced operations of a charter school under the Charter Contract. This fact was true as of the date the Assignment was drafted but was no longer true as of the date the Assignment was finalized and submitted to, and reviewed by, the Arizona State Board for Charter Schools.

C. SBI and SBCS now desire to amend the Assignment to correct the statement regarding SBI's operation of a charter school under the Charter Contract.

AGREEMENT

NOW THEREFORE, in consideration of the mutual covenants set forth herein, the parties hereto agree as follows:

1. Amendment. Recital B and Section 6 of the Assignment are deleted in their entirety and replaced by the following:

"B. SBI has operated a charter school under the Charter Contract since July 1, 2009."

"6. Student and Financial Records. SBI will transfer any and all student records to SBCS pertaining to its operation of a charter school under the Charter Contract. To the extent that SBI has any financial records pertaining to the operation of a charter school under the Charter Contract, SBI hereby agrees to provide SBCS access to such records within a reasonable time after receiving a written request from SBCS."

2. Counterparts. The Agreement may be executed in one or more parts, all of which taken together shall constitute one instrument. Facsimile and/or electronic copies of the parties' signatures shall be valid and treated the same as original signatures.

3. Amendment. Except as otherwise amended hereby, all of the terms and provisions of the Assignment shall remain in full force and effect. This Amendment shall be

governed by the laws of the State of Arizona.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their duly authorized representatives as of the date first written above.

SUCCESSFUL BEGINNINGS, INC., an Arizona corporation

By: Eve Hoskins
Name: Eve Hoskins
Title: Owner / Director

SUCCESSFUL BEGINNINGS CHARTER SCHOOL, an Arizona nonprofit corporation

By: Eve Hoskins
Name: Eve Hoskins
Title: President / Site Director

ASSIGNMENT OF CHARTER SCHOOL CONTRACT

THIS ASSIGNMENT OF CHARTER SCHOOL CONTRACT (this "Assignment") entered into as of this 18th day of June, 2009, by and between **SUCCESSFUL BEGINNINGS, INC.**, an Arizona corporation ("SBI") and **SUCCESSFUL BEGINNINGS CHARTER SCHOOL**, an Arizona non profit corporation ("SBCS").

RECITALS

A. Pursuant to A.R.S. §15-181, et. seq., SBI was granted a Charter Contract (the "Charter Contract") dated April, 2009 with the Arizona State Board for Charter Schools (the "State Board") for the operation of a charter school located at 841 E. McNeil St., Show Low, Arizona (the "Campus");

B. SBI never commenced operations of the Charter School;

C. SBCS is an Arizona non-profit corporation seeking tax-exemption under Section 501(c)(3) of the Internal Revenue Code;

D. SBCS's Board of Directors desires to (i) assume the obligations of SBI under the Charter Contract in connection with the operation of a charter school at the Campus and (ii) operate a charter school located at the Campus in accordance with the Charter Contract with the benefits and entitlements available to a non-profit entity to which SBCS shall or may be eligible, including the eligibility for and receipt of federal funds, grants and entitlements to which SBI is eligible;

E. Each Director serving on the Board of Directors of SBCS is legally qualified under Arizona law to meet the stipulations for fingerprinting and financial solvency within the prescriptions of A.R.S. §15-183 et. seq.; and

F. SBCS represents that it has the management, educational and financial expertise and resources to operate the Charter Contract; and

G. The Board of Directors of both SBI and SBCS believe it to be in the best interest of students at the Campus to assign the Charter Contract to SBCS as a nonprofit entity and operate the charter according to the application and agreement included in the Charter Contract.

AGREEMENT

NOW THEREFORE, in consideration of the mutual covenants set forth herein, the parties hereto agree as follows:

1. Assignment. SBI hereby agrees to assign to SBCS all rights and title to the Charter Contract subject to the terms and conditions expressed in this Assignment and the Charter Contract. This Assignment shall not be construed to assign any other rights, title, or obligations with respect to any of SBI's assets or liabilities to SBCS.

2. Assumption. SBCS hereby agrees to assume the obligations of SBI under the Charter Contract. The assumption of contractual obligations by SBCS is expressly conditioned upon the approval of the assignment of the Charter Contract by the State Board.

3. Approval of Arizona State Board for Charter Schools. The Charter Contract provides that the Charter Contract cannot be assigned without the express permission of the State Board. The transfer of this Charter Contract is expressly conditioned upon the approval of the transfer by the State Board. SBI shall make all applications and deliver any and all information required by the Executive Director for the State Board and prepare any and all amendments, resolutions, etc. necessary to transfer and assign the Charter Contract to SBCS.

4. Effective Date. The assignment and assumption of the Charter Contract shall be effective when approved by the State Board.

5. Curriculum. The Board of Directors of SBCS affirms that the State Board is the governing authority issuing the Charter Contract in accordance with A.R.S. § 15-181, et. seq. SBCS hereby acknowledges that the Charter Contract includes the application submitted and incorporated in the Charter Contract, which cannot be changed without the approval of the State Board. The curriculum that exists under the Charter Contract has been or will be implemented pursuant to the application submitted to the State Board. SBCS further agrees that any change to the curriculum or to the Charter Contract shall not be made without the express permission of the State Board.

6. Student and Financial Records. SBI warrants that, as of the date of this Assignment, it has not operated a charter school under the Charter Contract and thus does not have any student records to transfer to SBCS. If SBI begins operating a charter school under the Charter Contract before the State Board approves the assignment of the Charter Contract, SBI will transfer any and all student records to SBCS. To the extent that SBI has any financial records pertaining to the operation of a charter school under the Charter Contract, SBI hereby agrees to provide SBCS access to such records within a reasonable time after receiving a written request from SBCS.

7. SBI's Documents. SBI agrees to provide the following documents to the State Board for the transfer and assignment of the Charter Contract:

- i. Charter Holder Status Amendment Request (Transfer and Assignment Request);
- ii. Copy of the minutes of the meeting of the Board of Directors of SBI authorizing the assignment of the Charter Contract to SBCS;

8. SBCS' Documents. SBCS agrees to provide the following documents to the State Board for the transfer and assignment of the Charter Contract:

- i. Copies of Notarized Applications for Fingerprint Clearance or copies of Fingerprint Clearance Cards for each member of the Board of Directors of SBCS;

- ii. Copy of Articles of Incorporation for SBCS;
- iii. Copy of Bylaws of SBCS;
- iv. Copy of Employer Identification Number (EIN) for SBCS;
- v. Copy of the SBCS' Form 1023 Application for Exemption;
- vi. Description of and differentiation between SBI's governing body and SBCS' corporate board;
- vii. Organizational flow chart; and
- viii. Copy of the minutes of SBCS accepting the assignment of the Charter Contract from SBI.

9. Counterparts. The Agreement may be executed in one or more parts, all of which taken together shall constitute one instrument.

10. Entire Agreement. The parties agree that this Assignment constitutes the entire agreement between the parties regarding the assignment of the Charter Contract.

11. Execution of Documents. The parties agree to execute any and all documents that may be necessary to carry out the intent and purposes of this Assignment.

12. Headings. Headings used in this Assignment are for convenience only, and are not to be considered a part of the Agreement or used in determining its content or context.

13. Modification. Any modification or amendment of this Assignment shall be in writing to be executed by the parties.

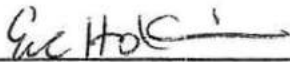
14. Applicable Law. This Assignment shall be construed in accordance with the principles of Arizona law. If any provisions of this Assignment shall be held to be invalid or unenforceable, the parties hereby agree that this Assignment shall not be deemed void in total and all remaining provisions shall nevertheless continue in full force and effect.

15. Successors and Assigns. The provisions of this Assignment shall inure to the benefit of and be binding upon each of the parties hereto, their successors, assigns, heirs, executors, administrators and assignees.

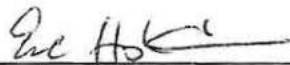
[Signatures on following page]

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed by their duly authorized representatives as of the date first written above.

SUCCESSFUL BEGINNINGS, INC., an Arizona corporation

By: 
Name: EVC Hoskins
Title: Owner / Director

SUCCESSFUL BEGINNINGS CHARTER SCHOOL, an Arizona nonprofit corporation

By: 
Name: EVC Hoskins
Title: President / Site Director

**MINUTES
OF THE MEETING OF THE
SOLE DIRECTOR OF
SUCCESSFUL BEGINNINGS, INC.**

June 15th, 2009

WELCOME

Eve Hoskins, as the sole director of the corporation, convened the meeting at 2:00pm
a.m./p.m.

APPROVAL OF ASSIGNMENT

After reviewing the Assignment of Charter School Contract, the sole director adopted the following resolution:

WHEREAS, the sole director believes it is in the best interest of Successful Beginnings, Inc. to adopt the Assignment of Charter School Contract attached as Exhibit A.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that the corporation hereby approves and authorizes an officer of the corporation to execute the Assignment of Charter School Contract between the corporation and Successful Beginnings Charter School and agrees to be bound by the terms thereof.

ADJOURNMENT

There being no further business before the Board of Directors, the meeting was adjourned at 2:15 a.m./p.m.



Janet Tamburo, Secretary

APPROVED:



Eve Hoskins, Sole Director

**DRAFT MINUTES
OF THE MEETING OF THE
BOARD OF DIRECTORS OF
SUCCESSFUL BEGINNINGS CHARTER SCHOOL**

June 18th, 2009

WELCOME

Eve Hoskins, acting as Chair of the meeting, convened the meeting at 2:27 a.m. (p.m.) and welcomed the following persons who were in attendance in person or by telephone: Laurel Hostler, Norm Ehmke, Anita Ehmke, and Marce Wildman.

ADOPTION OF ARTICLES OF INCORPORATION

The Board of Directors reviewed the Articles of Incorporation of Successful Beginnings Charter School. Thereafter, the Board of Directors unanimously adopted the following resolutions:

RESOLVED, that the Articles of Incorporation of this corporation as prepared by counsel and filed with the Arizona Corporation Commission are hereby approved and ordered made a part of the records of this corporation, and that all actions taken by the incorporator in connection therewith are hereby ratified, approved and confirmed.

ADOPTION OF BYLAWS

The Board of Directors reviewed and discussed the proposed Bylaws of Successful Beginnings Charter School. Thereafter, the Board of Directors unanimously adopted the following resolutions:

WHEREAS, the Board of Directors believes it is in the best interest of Successful Beginnings Charter School to adopt the Bylaws of Successful Beginnings Charter School attached as Exhibit A.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that the Bylaws attached as Exhibit A be, and they hereby are, adopted as the Bylaws of Successful Beginnings Charter School;

FURTHER RESOLVED, that the Secretary of Successful Beginnings Charter School be, and hereby is, authorized and directed to execute the certificate of adoption that follows the Bylaws and to file the Bylaws in the corporate minute book.

CONFIRMATION OF DIRECTORS

Each of the following individuals was confirmed as a member of the Successful Beginnings Charter School Arizona Board of Directors:

Eve Hoskins
Janet Tamburo
Laurel Hostler
Tammy Morris
Norm Ehmke
Anita Ehmke
Marce Wildman

APPOINTMENT OF OFFICERS

The Board of Directors unanimously adopted the following resolutions:

RESOLVED, that the following persons are hereby elected officers of this corporation to the offices set forth opposite their respective names, to serve until the first annual meeting of the Board of Directors, or until their respective successors have been duly elected or appointed:

Eve Hoskins	President/Treasurer/Chair
Janet Tamburo	Vice President/Secretary

APPROVAL OF ASSIGNMENT

Eve Hoskins disclosed to the Board of Directors her potential conflict with respect to the proposed Assignment of Charter School Contract and recused herself from the discussion and vote regarding the corporation's execution of that document. The remaining members of the Board of Directors reviewed and discussed the proposed Assignment of Charter School Contract. Thereafter, the remaining members of the Board of Directors unanimously adopted the following resolutions:

WHEREAS, the Board of Directors believes it is in the best interest of Successful Beginnings Charter School to adopt the Assignment of Charter School Contract attached as Exhibit B.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that the corporation hereby approves and authorizes an officer of the corporation to execute the Assignment of Charter School Contract between the corporation and Successful Beginnings, Inc. and agrees to be bound by the terms thereof.

DESIGNATION OF DEPOSITORY

The Board of Directors unanimously adopted the following resolutions:

RESOLVED, that Bank of America is hereby designated as depository for bank accounts in the name of this corporation, with any one of the President, Vice President, Secretary and Treasurer of this corporation as authorized signatories.

RESOLVED, that the Treasurer of this corporation is hereby directed to furnish said depository with a certified copy of said resolutions and certified specimens of the signatures, and that said depository may rely on this resolution until receipt by them of a certified copy of a resolution by the Board of Directors of this corporation revoking or modifying the same.

APPLICATION FOR TAX EXEMPTION

The Board of Directors unanimously adopted the following resolutions:

RESOLVED, that this corporation shall cause its attorneys to forthwith process an application for tax exemption under IRC Section 501(c)(3) and under any corresponding provision of State law, and in connection therewith the appropriate officers of this corporation are hereby authorized and directed to execute application forms, powers of attorney and any other necessary documents.

ADOPTION OF POLICIES

The Board of Directors reviewed and discussed the proposed policies of Successful Beginnings Charter School. Thereafter, the Board of Directors unanimously adopted the following resolutions:

WHEREAS, the Board of Directors believes it is in the best interest of Successful Beginnings Charter School to adopt the following policies and procedures of Successful Beginnings Charter School:

- Conflicts of Interest Policy, attached as Exhibit C;
- Gift Acceptance Policy, attached as Exhibit D;
- Whistleblower Policy, attached as Exhibit E;
- Document Retention Policy, attached as Exhibit F;
- Compensation Policy, attached as Exhibit G; and
- Fundraising Policy, attached as Exhibit H.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that each of the foregoing policies be, and they hereby are, adopted as the policies of Successful Beginnings Charter School;

FURTHER RESOLVED, that the Secretary of Successful Beginnings Charter School be, and hereby is, authorized and directed to execute the certificate of adoption that follows each of the foregoing policies and to file the policies in the corporate minute book.

APPROVAL OF LEASE AGREEMENT

Eve Hoskins disclosed to the Board of Directors her conflict with respect to the proposed Lease Agreement for the premises on which the school will be operated and recused herself from the discussion and vote regarding the corporation's execution of that document. The remaining members of the Board of Directors reviewed and discussed the Lease Agreement. Thereafter, the remaining members of the Board of Directors unanimously adopted the following resolutions:

RESOLVED, that the Lease Agreement, dated May 26, 2009 and attached as Exhibit I, between Successful Beginnings Charter School and Eve Hoskins is hereby approved and ordered made a part of the records of this corporation, and that all actions taken by the incorporator in connection therewith are hereby ratified, approved and confirmed.


APPROVAL OF EMPLOYMENT AGREEMENT

Laurel Hostler disclosed to the Board of Directors her conflict with respect to the proposed Letter Agreement for her employment as an Instruction Specialist and recused herself from the discussion and vote regarding the corporation's execution of that document. The remaining members of the Board of Directors reviewed and discussed the Letter Agreement. Thereafter, the remaining members of the Board of Directors unanimously adopted the following resolutions:

RESOLVED, that the Letter Agreement, dated May 19, 2009 and attached as Exhibit J, between Successful Beginnings Charter School and Laurel Hostler is hereby approved and ordered made a part of the records of this corporation, and that all actions taken by the incorporator in connection therewith are hereby ratified, approved and confirmed.

ADJOURNMENT

There being no further business before the Board of Directors, the meeting was adjourned at 305 a.m. (p.m)



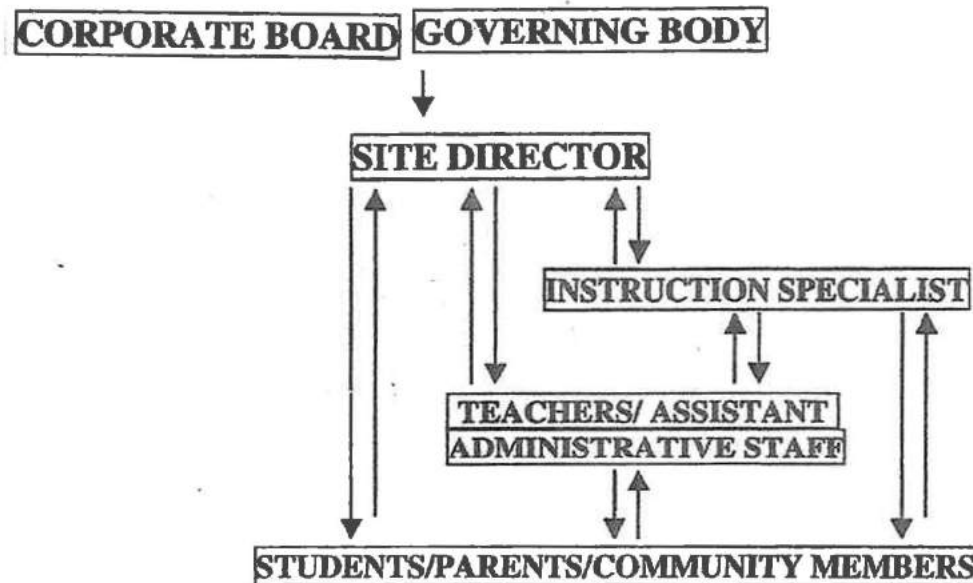
Janet Tamburo, Secretary

APPROVED:



Eve Hoskins, Chair

The non-profit corporate board & the School Governing Body are one in the same.



MAY 29 2009

FILE NO. 1529529-1

ARTICLES OF INCORPORATION
OF
SUCCESSFUL BEGINNINGS CHARTER SCHOOL

The undersigned, acting as incorporator of a nonprofit corporation under the Arizona Nonprofit Corporation Act ("ANCA"), Arizona Revised Statutes Sections 10-3101 through 10-11702, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the School is Successful Beginnings Charter School (the "School").

ARTICLE II

Purpose and Character of Affairs

The School is organized and shall be operated exclusively for charitable, educational, scientific, and literary purposes within the meaning of I.R.C. § 501(c)(3). These purposes shall include, but are not limited to, the operation of a charter school initially serving grades kindergarten through third grade. The School may carry out its purposes directly or by making gifts, grants or other payments to other qualified organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Mission

The School's mission is to discover the unique way each child learns and to accommodate and modify the curriculum as necessary to meet the child's specific needs. The School will adhere to the philosophy that all children can learn and will provide a variety of teaching modalities, including visual, auditory, and kinesthetic, that will permit students not only to succeed but to enjoy the learning process. According to Abraham Maslow, when a child's basic needs are met they can learn unencumbered. Therefore, the School will strive to provide a loving, safe environment, which includes parent and community involvement, in order to capitalize on the rich cognitive growth that occurs in the early years and allow children to build confidence as milestones are reached.

ARTICLE IV

Nondiscrimination Policy

The School will operate a school or schools which will admit students of any race, color, religion, gender, or national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the School. It will not discriminate on the basis of race, color, religion, gender, or national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, athletic programs, or any other school-administered programs.

ARTICLE V

Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the School to any private individual or officer or director of the School.

Section 2. No substantial part of the activities of the School shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the School's exemption under I.R.C. § 501(c)(3). The School shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the School shall inure to the benefit of any private individual or officer or director of the School; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the School.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the School shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. § 501(c)(3) or by a Corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the School is a private foundation as defined in I.R.C. § 509(a), the income of the School shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the School shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. § 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE VI

Members

The School shall have no members.

ARTICLE VII

Board of Directors

Section 1. The affairs of the School shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the ANCA. The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be seven (7). The names and addresses of the initial directors are:

Eve Hoskins ✓
841 East McNeil Street
Show Low, Arizona 85901

Janet Tamburo ✓
841 East McNeil Street
Show Low, Arizona 85901

Laurel Hostler
841 East McNeil Street
Show Low, Arizona 85901

Tammy Morris
841 East McNeil Street
Show Low, Arizona 85901

Norm Ehmke
841 East McNeil Street
Show Low, Arizona 85901

Anita Ehmke
841 East McNeil Street
Show Low, Arizona 85901

Marce Wildman
841 East McNeil Street
Show Low, Arizona 85901

ARTICLE VIII *Incorporator*

The name and address of the incorporator is:

Eve Hoskins
841 East McNeil Street
Show Low, Arizona 85901

ARTICLE IX *Amendment*

These Articles of Incorporation may be amended by the directors of the School by vote of a majority of the number of directors in office at the time that the amendment is adopted; provided, however, that no amendment shall substantially change the original purposes of the School set forth in ARTICLE II and that any proposed amendment to the mission set forth in ARTICLE III shall, pursuant to A.R.S. § 10-11030, require the prior written approval of Eve Hoskins to be effective.

ARTICLE X *Dissolution*

In the event of the dissolution of the School, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the School, distribute all of the assets of the School exclusively to one or more organizations then described in I.R.C. § 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the School (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed

shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the School is then located.

ARTICLE XI

Principal Office and Statutory Agent

The mailing address of the principal office of the School is:

841 East McNeil Street
Show Low, Arizona 85901

The name and street address of the statutory agent of the School is:

Eve Hoskins
841 East McNeil Street
Show Low, Arizona 85901

ARTICLE XII

Director Liability


To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, no director of the School shall be liable to the School for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the School occurring prior to such repeal, amendment or modification.

ARTICLE XIII

Indemnification

To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, the School shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the School or is or was serving at the request of the School as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

DATED: May 27th, 2009



Eve Hoskins
Its: Incorporator

CONSENT OF STATUTORY AGENT

OF

SUCCESSFUL BEGINNINGS CHARTER SCHOOL

The undersigned, having been named in the Articles of Incorporation of the Successful Beginnings Charter School as its agent for service of process for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts the appointment.

DATED: May 27th, 2009



Eve Hoskins

**BYLAWS
OF
SUCCESSFUL BEGINNINGS CHARTER SCHOOL**

**ARTICLE I
Offices**

Section 1. Name. The name of this Corporation is "Successful Beginnings Charter School" (the "Corporation").

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board of Directors (the "Board"), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the "ANCA").

Section 4. Organization. The Corporation shall govern itself in accordance with the laws of the State of Arizona and its Articles of Incorporation.

**ARTICLE II
Nondiscrimination Policy**

The Corporation intends to operate a school that is a public school and which shall admit students of any race, color, gender, religion, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, gender, religion, or national and ethnic origin in administration of its educational policies, admissions policies, athletic programs, or in any of its school administered programs.

**ARTICLE III
Board of Directors**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number and Qualifications of Directors.

(a) The number of directors shall as determined by the Board of Directors from time to time but in no event less than four (4) nor more than seven (7). At all times, the Corporation shall endeavor to have an odd number of directors. The directors shall serve for the term provided in Section 3 of this Article. No amendment of this section shall reduce the

number of directors to less than the number required by the ANCA.

- (b) Directors need not be residents of the State of Arizona.

Section 3. Election and Term.

(a) Method of Election. Directors of this Corporation shall be elected by the affirmative vote of a majority of the directors then in office, whether or not a quorum at the annual meeting of the Board of Directors in the year a vacancy will occur. No incumbent director may cast more than one (1) vote in favor of his or her own reelection.

(b) Term of Office. Directors shall hold office from the close of the annual meeting for a term of one (1) year, or until their successors have been elected and qualified.

Section 4. Resignation. A director may resign at any time by filing a written resignation with the President or the Secretary of the Corporation.

Section 5. Removal. A director may be removed from office with or without cause by the vote of a majority of the other directors of this Corporation either at a regular meeting or at any special meeting called for that purpose.

Section 6. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, an interim director shall be elected by the Board of Directors of this Corporation. An interim director shall serve until a successor is elected upon expiration of the term of office for that director.

Section 7. Compensation.

Directors of the Corporation shall not receive compensation for serving as directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Compensation and reimbursement decisions shall be made in compliance with the Corporation's conflict of interest policy.

Section 8. Reimbursement by Directors. Any payments made to a director, including those for reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such director to the Corporation to the full extent of such disallowance. In lieu of payment by the director from whom reimbursement is sought, subject to a determination made by the remainder of the directors, amounts may be withheld from his or her future reimbursement payments until the amount owed to the Corporation has been recovered.

Section 9. Committees.

(a) Executive and Other Committees. The Board by resolution may create an executive committee or one or more other committees, each consisting of three (3) or more directors designated by the Board of Directors, having such powers and duties, not inconsistent

with subsection (b) hereof or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. The Board may also designate persons who are not directors to serve as non-voting members of any such committee with the exception of the Executive Committee. Additionally, the Executive Committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the Corporation; provided, however, that all actions of the Executive Committee shall be presented at the next meeting of the Board of Directors for ratification by the Board.

(b) Nondelegable Powers; Alternative Members; Rules of Committees. The Board may delegate to any such committee that consists solely of Board members any of the authority of the Board, except in reference to the following matters: (a) filling vacancies on the Board or on any committee of the Board; (b) adoption, amendment or repeal of Bylaws; or (c) fixing compensation of directors. All members of the Board who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the President and Chief Executive Officer or the chairman of such meeting. Each committee of directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board, and shall make such reports to the Board of its activities as the Board may request.

(c) Ex Officio Members of Committees. The President shall be an ex officio voting members of all committees.

Section 10. Conflict of Interest. All Officers, Directors and employees of the Corporation shall comply with the Corporation's Conflict of Interest Policy as adopted by resolution of the Board of Directors.

ARTICLE IV Meetings of the Board

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of July in each year, at such time and place as the President, or in the absence of action by the President, as set forth in the notice given, or waiver signed, with respect to such meeting. At the annual meeting, the incumbent directors shall elect new directors to fill any vacancies on the Board, who shall then elect officers and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof, at which the same proceedings (including the election of directors and/or officers) may be conducted.

Section 2. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the

ANCA, on call of the President or Secretary, and shall be called by the Secretary on the written request of any twenty (20%) of the directors.

Section 4. Meetings By Telephone or Other Communication Technology.

(a) Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 5. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

(b) Methods of Giving Notice. Notice of any annual or special meeting of directors, and any other notice required to be given under these Bylaws or the ANCA may be communicated in person, by telephone, telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(c) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the ANCA or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Chair. At all meetings of the Board, the Chair of the Board, or in his or her absence, a chairperson chosen by a majority of the directors present, shall preside.

Section 7. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but

if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. In the event the quorum present at a meeting consists of an even number of directors, who are equally divided and cannot agree as to the management of the Corporation's affairs, so that the activities of the Corporation can no longer be conducted in an advantageous manner or so that there is a danger that the Corporation's property, activities, or business will be impaired or lost (a "Deadlock"), the directors shall adjourn the meeting until an additional director can be in attendance to break the Deadlock. In the event a Deadlock cannot be resolved by adjourning the meeting to a later date, the Chair of the Board shall be entitled to cast the deciding vote to break the Deadlock.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the ANCA, or the Articles of Incorporation or Bylaws of the Corporation.

Section 9. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Corporation, or any provision of the ANCA, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting.

Section 10. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 11. Voting and No Proxies. At any meeting of the Board of Directors, every director entitled to vote may vote in person. Each director shall have one vote, except as provided in Section 7 of this Article. No proxy shall be allowed.

ARTICLE V

Officers

Section 1. Number. The principal officers of the Corporation shall be a Chair, a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office. Other officers may, but need not, be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair of the Board. The Chair of the Board shall call and preside at all meetings of the Board of Directors, shall be, ex officio, a voting member of all committees of the Board of Directors, and shall be the liaison between the President and the Board of Directors.

Section 6. The President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. The Vice Presidents. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Executive Vice President, or if one shall not have been designated, the Vice President with longest service in that office) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. Vice Presidents may by their election have charge and supervision of designated portions of the Corporation's affairs.

Section 8. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 10. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 11. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 12. Compensation.

Officers of the Corporation shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Compensation and reimbursement decisions shall be made in compliance with the Corporation's conflict of interest policy.

ARTICLE VI
Agents and Representatives

The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE VII
Advisory Committees

The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not directors and who the Board deems appropriate to serve on such committee. The Board at any time may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board. Such advisory committees shall advise with and aid the officers and directors of the Corporation in all

matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

ARTICLE VIII **Indemnification**

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, the ANCA or otherwise. All capitalized terms used in this Article VIII and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Private Foundations. Notwithstanding the foregoing, whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IX **Conflict of Interest**

The Board shall adopt a policy regarding transactions between the Corporation and interested persons, including but not limited to the sale, lease or exchange of property to or from interested persons and the Corporation, the lending or borrowing of monies to or from interested persons by the Corporation or the payment of compensation by the Corporation for services provided by interested persons. For the purposes of this Article, "interested person" means any director, officer, or member of a committee with board delegated powers, or any person in a position to exercise substantial influence over the affairs of the Corporation, who has a direct or indirect financial interest.

ARTICLE X
Prohibition Against Private Inurement

No director, officer, employee of the Corporation, member of a committee of the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Corporation, except that the Corporation can pay reasonable compensation for services rendered.

ARTICLE XI
Fiscal Year

The fiscal year of the Corporation shall end on the last day of June in each year.

ARTICLE XII
Corporate Acts and Funds

Section 1. Corporate Acts. The President shall have authority to sign, execute and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by the ANCA or directed by the Board of Directors, the President may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Section 2. Seal. The Board of Directors may provide a corporate seal and prescribe the form thereof.

Section 3. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board of Directors may select.

Section 5. Contributions. Contributions may be made to this Corporation by organizations and individuals. The Board may accept on behalf of the Corporation any contribution for the general purposes of the Corporation or for any specific purpose consistent with the purposes of the Corporation, but not contributions earmarked for a specific organization other than the Corporation. A separate accounting may, by resolution of the Board, be kept of all funds received and designated by the donor for a specific purpose. The Board may reject any contribution not consistent with the Foundation's purposes.

ARTICLE XIII

Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof; provided, so long as the school is an exempt organization under the Internal Revenue Code, the Board of Directors may not repeal the Nondiscrimination Policy in Article II.

Section 2. Implied Amendment. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE XIV

Charter School

In the event the Corporation is approved to operate as a charter school, public notice of all meetings of the Board of Directors and of any Advisory Committee shall be given pursuant to and as required by the Arizona Open Meeting Law, A.R.S. Sections 38-431 through 38-431.09 (hereinafter referred to as the "Open Meeting Law"), for so long as the Open Meeting Law applies to charter schools. The Corporation and its Board shall comply in all respects with the Open Meeting Law, for so long as the Open meeting Law applies to charter schools. The corporation shall also comply in all respects with the Arizona Public Records Law, A.R.S. Sections 39-121 through 39-122, for so long as the Public Records Law applies to charter schools. The Corporation and its Board shall also comply in all respects with any other statutes or other established procedures required for the operation of a charter school in the State of Arizona.

Certified a true and correct copy of the Bylaws adopted on the 18th day of June, 2009, by the Board of Directors of Successful Beginnings Charter School.



Janet Tamburo, Secretary