CERTIFICATE OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE CAEPE SCHOOL,
an Arizona nonprofit corporation

Pursuant to the provisions of Sections 10-11001 through 10-11007, Arizona Revised Statutes, the undersigned nonprofit corporation adopts the following Amended and Restated Articles of Incorporation:

FIRST: The name of the corporation is:

THE CAEPE SCHOOL

SECOND: The document attached hereto as Exhibit "A" sets forth Amended and Restated Articles of Incorporation which were adopted by the directors of the corporation on May 3, 2013, in the manner prescribed by law.

THIRD: The restatement does not contain an amendment to the articles requiring approval of any other person other than the Board of Directors and the Board of Directors adopted the restatement.

DATED: May 3, 2013.

THE CAEPE SCHOOL, an Arizona nonprofit corporation

By Tamara Lee

Tamara Lee - President

EXHIBIT "A"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE CAEPE SCHOOL,
an Arizona nonprofit corporation

THE CAEPE SCHOOL, ACC #1435934-4, filed its original Articles on March 13, 2008, and hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is THE CAEPE SCHOOL (hereinafter referred to as the "Corporation").

ARTICLE II
Nonprofit Corporation

The Corporation is a nonprofit corporation organized pursuant to Chapter 24 of Title 10 of the Arizona Revised Statutes.

ARTICLE III
Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV
No Members

The Corporation shall have no members.

ARTICLE V
Purpose

Except as expressly limited in these Articles of Incorporation, the purpose for which the Corporation is organized is to conduct any and all lawful affairs of which corporations may be incorporated; provided that the purpose or conduct shall qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue Laws (the "Code").

ARTICLE VI
Purpose, Powers and Duties

The primary business and purpose of the Corporation is to operate a school for grades Kindergarten through Eighth Grade. The Corporation is currently operating as a private school and is submitting its charter application to operate as a charter school pursuant to Title 15, Chapter 1, Article 8 of the Arizona Revised Statutes. If the Charter is approved, the Corporation shall operate as a charter school and comply with all provisions of Title 15, Chapter 1, Article 8 of the Arizona Revised Statutes, as the same may be amended or revised, and all rules and regulations implemented from time to time at any time by the Arizona State Department of Education. In addition, the Corporation shall have and may exercise any and all of the powers, rights and privileges now or hereafter granted to nonprofit corporations by Title 10, Chapters 24-40, of the Arizona Revised Statutes, as the same may be amended or revised.

ARTICLE VII
Statutory Agent

The name and address of the statutory agent of the Corporation is DICKINSON WRIGHT PLLC, 2901 N. Central - Suite 200, Phoenix, Arizona 85012-2705.

ARTICLE VIII
Board of Directors

The number of persons constituting the Board of Directors of the Corporation

shall be no less than three (3) and the number of persons to serve on the Board of Directors hereafter shall be fixed by the Bylaws. The names and addresses of the persons who are to serve as directors until their successors are elected and qualified are:

Tamara Lee
40311 N. National Trail
Anthem, Arizona 85086

Dameon C. Blair
43806 N. 44th Lane
Phoenix, Arizona 85087

Anna Kubiak
38611 N. Donovan Court
Anthem, Arizona 85086

ARTICLE IX
Officers

The officers shall be the following persons who shall have the offices as set forth opposite their names until their successors are appointed by the Board of Directors:

Tamara Lee 40311 N. National Trail Anthem, Arizona 85086	President
Dameon C. Blair 43806 N. 44th Lane Phoenix, Arizona 85087	Secretary
Anna Kubiak 38611 N. Donovan Court Anthem, Arizona 85086	Treasurer

The officers to serve thereafter shall be as described in the Bylaws of the Corporation.

ARTICLE X
Address

The place of business of the Corporation is 39905 N. Gavilan Peak Parkway, Anthem, Arizona 85086.

ARTICLE XI
Tax-Exempt Status

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Any other provision of these Articles of Incorporation notwithstanding, 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 Code Section 501(c)(3); or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE XII
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation in such manner and to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose or purposes.

ARTICLE XIII
Discrimination

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

ARTICLE XIV
Fiscal Year End

The Corporation shall have its fiscal year end on the last day of December.

ARTICLE XV
Indemnification

The provisions of this Article shall not apply to the extent the Board of Directors shall provide in the form of a resolution or amendment to the Bylaws with respect to acts occurring after such resolution or amendment to the Bylaws.

The present and former officers, directors, committee members, and employees of the Corporation shall be indemnified against, and they shall not be liable to any person or entity for, any or all claims made against them in such capacity, and present or former officers, directors, committee members, and employees of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty, all to the greatest extent permitted by law. If subsequent legislation permits the Corporation to indemnify, exculpate or limit the liability of its present and former officers, directors, committee members, and employees to a greater extent than is currently permitted under existing law, then the Corporation shall indemnify, exculpate and limit the liability of its present and former officers, directors, committee members and employees to the extent permitted by such subsequent legislation.

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The rights to indemnification provided pursuant to this Article cannot be transferred or assigned to any person or entity, including, without limitation, an insurance carrier, and no person or entity may be subrogated to such rights.

DATED: May 3, 2013.

THE CAEPE SCHOOL, an Arizona nonprofit corporation

By Tamara Lee

Tamara Lee - President

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

1. The undersigned has been named as the statutory agent in the Articles of Incorporation of THE CAEPE SCHOOL (the "Corporation"), which has been delivered for filing with the Arizona Corporation Commission.

2. The undersigned has been notified of its appointment as agent of the Corporation and hereby accepts its appointment as statutory agent of the Corporation.

DICKINSON WRIGHT PLLC

By _____
Les Raatz, Esq.
Authorized Agent