AZ Corp. Commission
03498196

AZ CORPORATION COMMISSION
FILED

MAY 3 1 2011

FILE NO. 1694 2549

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

1. Name: The Name of the Corporation is: The Paideia Academy of Chandler Incorporated

2. Purpose: This corporation is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

3. Character of Affairs: Charter School

4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)2 of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Laws).

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

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

7. Board of Directors: The initial board of directors shall consist of two (2) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors, or until their successors are elected and qualify are:

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Arizona Corporation Commission
Corporations Division

JUN 3 1 2011

FILE NO. 1694 2549

PHONE _480-204-7469_____ FAX _____

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this __31st_ day of _May____, _2011_____.

Signed _____

_____Robert C. Winsor, II Ph.D._____
[Print Name Here]

_____
[If signing on behalf of a company serving as statutory agent, print company name here]

8.

Name: Beth Mendonca	Name: Robert C. Winsor II
Address: 2922 S. Valle Verde	Address: 646 N. Linden Circle
City, State, Zip: Mesa, AZ 85212	City, State, Zip: Mesa, AZ 85203

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

9. Known Place of Business:

550 W. Warner Rd.
Chandler AZ 85225

10. Statutory Agent:

Name: Robert C. Winsor II

Address: 646 N. Linden Circle

City, State, Zip: Mesa, AZ 85203

11. Incorporators:

Name: Beth Mendonca	Name: Robert C. Winsor II
Address: 2922 S. Valle Verde	Address: 646 N. Linden Circle
City, State, Zip: Mesa, AZ 85212	City, State, Zip: Mesa, AZ 85203

12. ✓ Check this box, if this provision will apply to your corporation.

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

13. MEMBERS (Check One)
The corporation ☐ will have members
✓ will not have members

Executed this 31st day of May, 2011 by all of the incorporators.

Signed: Beth L. Mendonca

Beth Mendonca

Robert C. Winsor II Ph.D.

CERTIFICATE OF DISCLOSURE

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

The Paideia Academy of Chandler ~~The Paideia of Chandler Inc~~ Incorporated

EXACT CORPORATE NAME

A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
   (a) involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
   (b) involved the violation of the consumer fraud laws of that jurisdiction; or
   (c) involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes_____ No ✓

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes_____ No ✓

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
   (a) was incorporated.
   (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above.
THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [signature] BY Beth L Mendonca

PRINT NAME Robert C. Alvarez II PRINT NAME Beth L. Mendonca

TITLE President DATE 5/31/2011 TITLE Vice President Beth L Mendonca DATE 5/31/2011

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.