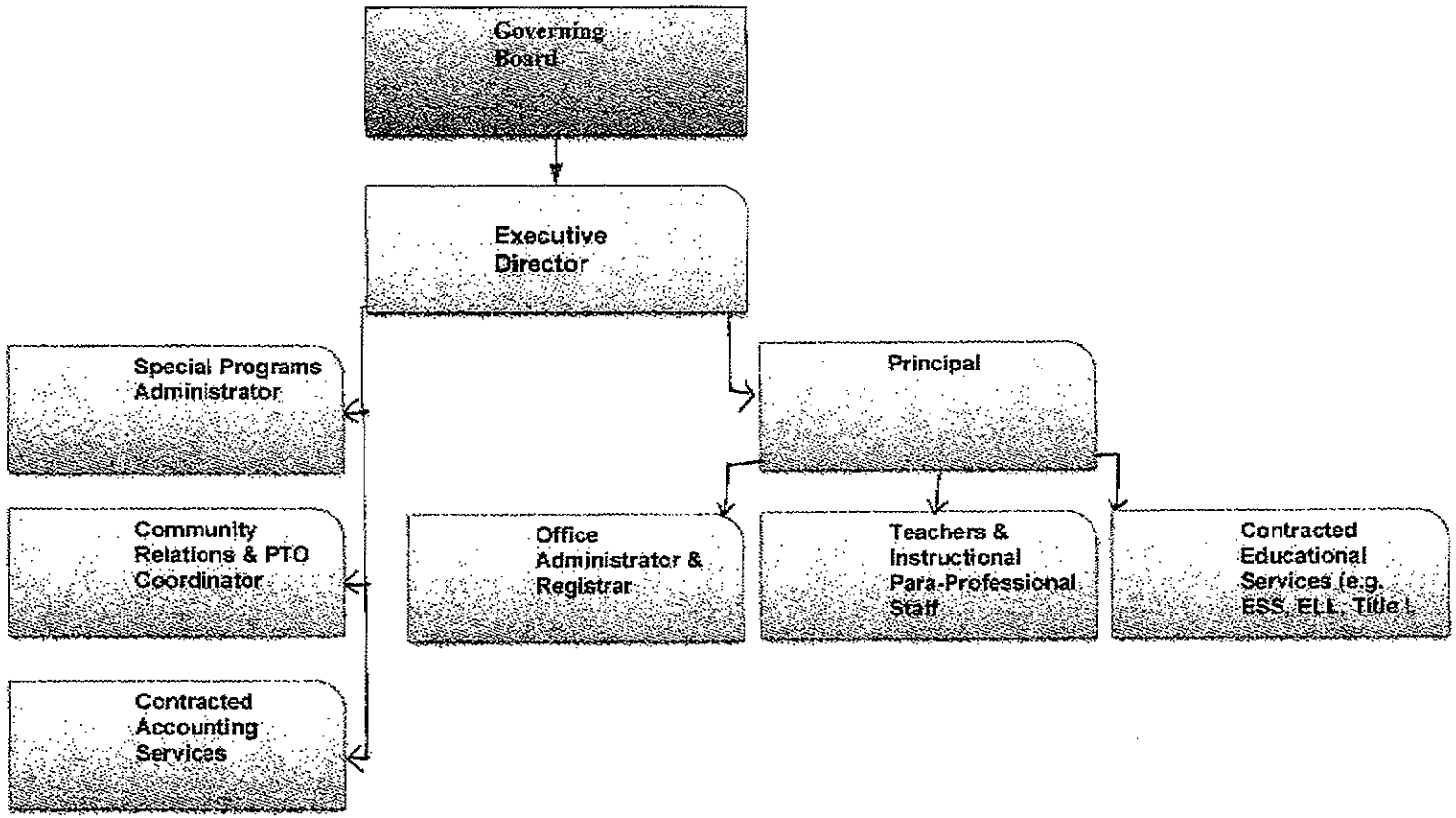
Arizona Academy of Science and Technology, Inc

ORGANIZATIONAL STRUCTURE



ORGANIZATIONAL STRUCTURE NARRATIVE

I. Governing Board

The Governing Board will meet monthly and will be responsible for policy and operational decisions as well as financial oversight for the Arizona Academy of Science and Technology, Incorporated ("School"). Board members will be selected from individuals who agree with the mission statement of the school and who represent business, education, and other professions in the community. Board members will not receive compensation for service on the Board, except for reimbursement of official Board business. Board functions and operations are further defined by the Board Bylaws.

II. Executive Director

The Executive Director is an ex-officio member of the Board. The Executive Director is responsible to the Governing Board for all aspects of operating the School. Responsibilities include, but are not limited to:

1. Provide monthly financial reports as well as reports on other School business to the Governing Board;
2. Oversee the implementation of the educational goals as outlined in the Charter and by the Governing Board;
3. Insures the School is in compliance with all legal and financial regulations;
4. Leads in hiring and reviewing all staff, and supervises operations of the School and its personnel;
5. Contracts with vendors for supplies and services
6. Represents the School at official functions both on and off campus; and
7. Develops relationships with the business and educational community to benefit the school both financially and academically.

III. Principal

The Principal reports directly to the Executive Director and is responsible for, but not limited to the following:

1. Supervises administrative personnel (Community Relations & PTO Coordinator and Office Administrator & Registrar), instructional personnel (Master Teacher(s), Teachers, and Instructional Paraprofessionals), and Contracted Educational Services personnel (ESS, ELL, Title I), and assists in hiring and reviewing of the same;
2. Monitors course content to assure compliance with Arizona State Standards and assures alignment with the goals proposed in the Charter and by the Governing Board;
3. Prepares monthly reports for the Executive Director and the Governing Board on academic programs and progress thereof;
4. Works with Executive Director to create and maintain an environment in which the goals of the School can be achieved;
5. Manages student discipline for the School and respective programs;
6. Supervises student enrichment and extra-curricular programs for the School;
7. Oversees and directs Parent Volunteer Program for the School; and
8. Serves as an official representative of the School both on and off campus.

IV. Contracted Accounting Services

The School contracts with a firm for Contracted Accounting Services. The contracted firm reports directly to the Executive Director and may be called upon to report to the Governing Board. The Contracted Accounting Services provides payroll processing and support, payroll tax processing & quarterly and annual tax filing review and preparations, accounts payable and receivable processing and support, and cash management grants support, as directed by the Executive Director under the direction of the Governing Board. Contracted Accounting Services serves as an additional system of review and controls in financial management and compliance. Contracted Accounting Services are evaluated each fiscal year by the Executive Director and Governing Board in identifying vendor(s) to contract with while ensuring that all aspects of procurement have been properly adhered to in the contracting of such services.

V. Special Programs Administrator

The Special Programs Administrator reports directly to the Executive Director, and may be called upon to make reports to the Governing Board. The Special Programs Administrator is responsible for the management and reporting requirements for Title I and NSLP.

VI. Community Relations & PTO Coordinator

The Community Relations & PTO Coordinator (CRPC) reports directly to the Executive Director. The CRPC develops, implements, and manages effective marketing and community relations campaigns and events for the School. The CRPC also serves as a facilitator of Parent Teacher Organization (PTO) recruitment, meetings, and events with and at the School.

VII. Office Administrator & Registrar

The Office Administrator & Registrar ("OAR") reports directly to the Principal, and is responsible for general office record keeping and communication. Additionally the OAR serves as the Registrar for the school in maintenance of student records and facilitating the receipt and transfer of student records in accordance with School business and operation. The OAR works with the Principal in management and reporting of student attendance for the School.

VIII. Teachers and Instructional Para-Professionals

Teachers and Instructional Para-Professionals report directly to the Principal. Teachers are responsible for administering the curriculum of the School for their respective grade(s) and subject(s). Instructional Para-Professionals are responsible for classroom and programmatic support duties assigned to them by the Principal. Teachers and Para-Professionals are both responsible for all duties as described in their contracts and as covered by the School's operational manual. Both groups of personnel are also responsible for participation in designation professional development programs.

IX. Contracted Educational Services

The School contracts out for Educational Services in such areas as ESS, ELL, and Title I programming. Vendors conducting such services report directly to the Principal and provide services in accordance with their contract with the School and in furtherance of the School's operation in providing such services.

STATE OF ARIZONA
ACC/FAX
DATE FILED

MAY 13 1998

DATE APPR 5-13-98
TERM
BY Susan Pratt
0840593.5

ARTICLES OF INCORPORATION

OF

ARIZONA ACADEMY OF SCIENCE AND TECHNOLOGY

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as the incorporators of a nonprofit corporation under applicable provisions of Arizona Revised Statutes, adopt the following Articles of Incorporation for such nonprofit corporation:

FIRST: The name of the corporation is **ARIZONA ACADEMY OF SCIENCE AND TECHNOLOGY**.

SECOND: This corporation is organized exclusively for charitable, religious, educational and scientific purposes 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The character of business which the corporation initially intends to conduct will be operation of a public school.

THIRD: The time of commencement of this corporation shall be the date these Articles of Incorporation are filed with the Arizona Corporation Commission and shall continue in perpetual duration.

FOURTH: The corporation has and shall have no capital stock and pecuniary profit is not the object of this corporation, and it shall not pay any dividends or make any distribution of its earnings, income or property to its members and shall not be operated for the financial or pecuniary benefit of any individuals.

FIFTH: 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 Fourth

herein. 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)(3) of the Internal Revenue Code of 1954 (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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH: Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is three (3). The names and addresses of the persons who are to serve as the directors until the first annual meeting or until their successors be elected and qualified are:

NAME:	ADDRESS
Joan E. Miller	5725 East Angela Drive Scottsdale, Arizona 85254
Thomas J. Rollins	4645 North Guadal Drive Phoenix, Arizona 85037
Rodney MacDow	12770 North 101st Place Scottsdale, Arizona 85260

EIGHTH: The name and address of the initial statutory agent of the corporation is Stephen G. Smyth, Esq., Schneck & Smyth, P.C., 1440 East Missouri, Suite 250, Phoenix, Arizona 85014. The address of the initial known place of business of the corporation is 5725 East Angela Drive, Scottsdale, Arizona 85254.

NINTH: The names and addresses of the incorporators are:

NAME	ADDRESS
Joan E. Miller	5725 East Angela Drive Scottsdale, Arizona 85254

TENTH: (a) The Corporation shall indemnify, to the extent permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a 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 expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a 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 expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a Director, Officer, employee or agent of a Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees actually and reasonably incurred by him in connection therewith).

(d) Any indemnification under paragraphs (a) or (b) of this section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) or (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the Members.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of

such action, suit or proceeding as authorized in the manner provided in paragraph (d) of this Article upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those benefited may be entitled under any bylaw, agreement, vote of Members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVENTH: The Directors of the Corporation shall have no liability for damages to the Corporation or its Members unless the actions of the Director or Directors were not in good faith, involved intentional misconduct or a knowing violation of law, or are of such a nature and character that the law does not permit a limit on the Director's liability.

DATED: May 21, 1998.

John E. Miller

Thomas J. Rollins

Rodney MacDow

BYLAWS

OF

ARIZONA ACADEMY OF SCIENCE AND TECHNOLOGY

I. OFFICES

The principal office of the corporation shall be located at 5725 East Angela Drive, Scottsdale, Arizona 85254. The corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Arizona a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office located at 5725 East Angela Drive, Scottsdale, Arizona 85254. The address of the registered office may be changed from time to time by the Board of Directors.

II. BOARD OF DIRECTORS

A. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Arizona.

B. Number, Tenure and Qualifications. The number of directors shall be not less than three (3) nor more than five (5). Each director shall hold office until the next annual meeting of the Board and until their successors shall have been elected and qualified by the existing Board of Directors. The Board shall determine how many board members shall serve during the following year at the annual meeting. Upon such determination being made, the Board shall nominate and elect the board members for the following year by those nominees receiving a majority of votes from the existing Board.

C. Annual Meeting. The regular meeting of the Board of Directors shall be held on the first Saturday of August in each year, beginning with the year 1998 for the purpose of conducting any business that might need to come before the Board. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Arizona, for the holding of additional regular meetings of the board without other notice than such resolution.

D. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the board called by them.

E. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or facsimile to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered when the facsimile is received. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

F. Quorum. Two-thirds of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than two-thirds of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

G. 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 law or by these Bylaws.

H. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

I. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

J. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, 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.

III. OFFICERS

A. Officers. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform

the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

B. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and shall have qualified.

C. Removal. Any officer 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 would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

D. 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.

E. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

F. Vice-President. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) 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 to him by the president or by the Board of Directors.

G. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all 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 Article VII of these Bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

H. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and 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 in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

I. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

IV. COMMITTEES

A. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

B. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

C. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

D. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

E. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

F. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

G. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

V. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

A. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

B. Checks. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a Vice-President of the corporation.

C. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

D. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation.

VI. BOOKS AND RECORDS

The corporation shall keep current and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any director, or his agent or attorney for any proper purpose at any reasonable time.

VII. FISCAL YEAR

The fiscal year of the corporation shall end on the thirtieth day of June in each year.

VIII. SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

IX. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

X. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

I, Thomas J. Rollins, Secretary of ARIZONA ACADEMY OF SCIENCE AND TECHNOLOGY, an Arizona nonprofit corporation, do hereby certify that the foregoing Bylaws were duly adopted at a regular meeting of said corporation by the Board of Directors and held on the 13th day of May, 1998, and that the same do constitute the Bylaws of said corporation.

DATED this 13 day of May, 1998.

Thomas J. Rollins, Secretary