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AUG 25 1999
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

ARTICLES OF INCORPORATION

OF

TUCSON COUNTRY DAY SCHOOL, INC.

ARTICLE I

NAME. The name of the Corporation shall be TUCSON COUNTRY DAY SCHOOL, INC., hereinafter referred to as the "Corporation". Its principal place of business shall be at 9239 East Wrightstown Road, Tucson, Arizona.

ARTICLE II

PURPOSE AND POWERS. The Corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as amended. The Corporation shall have and exercise any and all powers, rights, and privileges which a corporation, organized under the laws of the State of Arizona may now or hereafter have or exercise.

ARTICLE III

INITIAL BUSINESS. The Corporation initially intends to engage in the operation of a Public Charter School authorized in the State for Arizona, and to engage in any other act or acts incidental to such activity.

ARTICLE IV

AUTHORIZED CAPITAL. The Corporation shall have the authority to issue one (1) class of shares, shall be authorized to issue one million (1,000,000) of said shares of stock, said class of shares to have unlimited voting rights and to be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE V

STATUTORY AGENT. The initial Statutory Agent for the Corporation is Steve Russo, Russo, Cox & Russo, P.C., 1820 E. River Road, Suite 230, Tucson, Arizona 85718, who is and has been a resident of Arizona for more than three (3) years.

ARTICLE VI

BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by a Board of Directors. The person who is to serve as Director until the first annual meeting of Shareholders, or until his successor has been elected and qualified, is:

Richard Cooper
9239 East Wrightstown Road
Tucson, Arizona 85715

The initial Board of Directors shall consist of one (1) person as indicated. Thereafter the Directors shall be elected as set forth in the Bylaws of the Corporation.

ARTICLE VII

INCORPORATORS. The name, residence and post office address of the Incorporator is:

Steven Russo
1820 E. River Road, Suite 230
Tucson, Arizona 85718

ARTICLE VIII

LIMITATION OF LIABILITY. The Directors shall have no liability to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by law.

INDEMNIFICATION. The Corporation shall indemnify any and all of its directors, officers, employees, and agents to the fullest extent permissible under the provisions of the laws of the State of Arizona. Indemnification pursuant to this Article shall be mandatory in all circumstances where indemnification is permitted by law.

ARTICLE IX

BYLAWS. The original Bylaws of the Corporation shall be adopted by its initial Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, subject to repeal or change by action of the shareholders.

The undersigned Incorporator has signed these Articles of Incorporation this 23rd day of August, 1999.

Steven Russo, Incorporator

By his signature below, the Statutory Agent hereby consents to act in that capacity until his removal or his resignation is submitted in accordance with the laws of the State of Arizona.

Steve Russo

ARTICLES OF AMENDMENT

OF

TUCSON COUNTRY DAY SCHOOL, INC.

RECEIVED
DEC 27 2000
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

1. The name of the corporation is Tucson Country Day School, Inc.

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

3. ☐ The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

   ☐ Exhibit A contains provisions for implementing the exchange, reclassification or cancellation of issued shares provided for therein.

   ☑ The amendment provides for exchange, reclassification or cancellation of issued shares. Such actions will be implemented as follows:

   Shares shall be cancelled, and all Capitalization shall be contributed to non-profit corporation.

4. The amendment was adopted the 1st day of December, 2000.

5. The amendment was approved by the shareholders. The voting group consisting of five hundred (500) outstanding shares of common stock is entitled to 500 votes. There were 500 votes present at the meeting. The voting group cast 500 votes for and 0 votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.

DATED as of this 26 day of DECEMBER, 2000.

Tucson Country Day School, Inc.

By: Richard Cooper
Richard Cooper

Its: PRESIDENT

EXHIBIT A

The Articles of Incorporation of Tucson Country Day School, Inc. are modified and amended as follows:

1. Article II shall be deleted in its entirety and shall be replaced with the following:

PURPOSE AND POWERS. The Corporation is organized for the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Corporation shall have and exercise any and all powers, rights, and privileges which a nonprofit corporation, organized under the laws of the State of Arizona, may now or hereafter have or exercise.

USE OF EARNINGS. 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, and no dividend may be paid and no part of the income or profit of the Corporation may be distributed to its members, directors or officers; 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 these Articles of Incorporation.

TAX EXEMPT STATUS. This Corporation is organized and operated 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 1986, as amended, or corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities which are 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 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

2. Article III shall be deleted in its entirety and shall be replaced with the following:

INITIAL BUSINESS. The Corporation initially intends to engage in the operation of a Public Charter School authorized in the State of Arizona, and to engage in any other act or acts incidental to such activity. In the event the Corporation dissolves, any capital contributions, accounts, or monies of the Corporation shall be contributed to a like-kind 501(c)(3) non-profit corporation.

3. Article IV shall be deleted in its entirety.

4. Article VI shall be deleted in its entirety and shall be replaced with the following:

BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by a Board of Directors. The persons who are to serve as Directors until the first annual meeting of Directors, or until their successors have been elected and qualified, are:

Richard Cooper
9239 East Wrightstown Road
Tucson, Arizona 85715

Barbara Mercaldo
9239 East Wrightstown Road
Tucson, Arizona 85715

Charlena Cutaia
9239 East Wrightstown Road
Tucson, Arizona 85715

Adriana Pedroza
9239 East Wrightstown Road
Tucson, Arizona 85715

Cindy Ford
9239 East Wrightstown Road
Tucson, Arizona 85715

5. The following will be added as new Article X:

The Board of Directors is authorized to provide in the Corporation's Bylaws for one or more classes of membership, both voting and non-voting. The Board may set out in the Bylaws the classes of membership, their method of selection and any rights and duties inherent in membership.

MEMBERS. The initial Members shall be as follows:

Richard Cooper
9239 East Wrightstown Road
Tucson, Arizona 85715

Barbara Mercaldo
9239 East Wrightstown Road
Tucson, Arizona 85715

Charlena Cutaia
9239 East Wrightstown Road
Tucson, Arizona 85715

Adriana Pedroza
9239 East Wrightstown Road
Tucson, Arizona 85715

Cindy Ford
9239 East Wrightstown Road
Tucson, Arizona 85715

CORPORATION
STATEMENT OF CHANGE
OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:

TUCSON COUNTRY DAY SCHOOL, INC.

2. The ACC file number is: 0885749-3

3. The known place of business currently **(old)** on file with ACC is:

9239 E. Wrightstown Road
Tucson, AZ 85715

4. The name and address of the current statutory agent on file with the ACC is:

Steven Russo
3002 North Campbell Ave, #100
Tucson, AZ 85719

The known place of business in ARIZONA is to be changed. The street address of the new **(now, or in the near future)** known place of business is: ***See 3 above.***

(B)☐ Foreign corporations only:

The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

5. Indicate which address the Annual Report should be mailed to:

4(A) _____4(B)____

6. (A)☐ The statutory agent in ARIZONA is to be changed. The name and address of the new statutory agent is:

(B)☐ The address of the statutory agent in ARIZONA is to be changed. The new address of the statutory agent is:

Steven Russo
6700 North Oracle Road, Suite #100
Tucson, AZ 85704

and the statutory agent has given the Corporation written notice of the change.

The statutory agent must have both a physical and a mailing address. If the agent has a P. O. Box, then they must also provide a physical location/address where service of process on the corporation can occur. Also, personal mail boxes (PMB) are unacceptable.

Corporation Name: TUCSON COUNTRY DAY SCHOOL, INC. File No: 0885749-3

DATED this 31st day of July, 2006.

TUCSON COUNTRY DAY SCHOOL, INC.

By: _____

Name: STEVEN RUSSO

Title: Statutory Agent

(Statutory Agent must sign only if changing

Acceptance of Appointment

By Statutory Agent**

Signature: _____

Printed Name:

**(Required only if a new statutory agent is being appointed.)

PLEASE NOTE: IF THIS STATEMENT INCLUDES AN **AGENT'S STATEMENT OF RESIGNATION,** THEN YOU MUST ENCLOSE A FILING FEE OF $10.00 (U.S.) MADE PAYABLE TO THE ARIZONA CORPORATION COMMISSION.

RUSSO, RUSSO & SLANIA, P.C.
ATTORNEYS AT LAW
6700 NORTH ORACLE ROAD, SUITE 100
TUCSON, ARIZONA 85704
(520) 529-1515
1-800-655-1336
FAX (520) 529-9040

RUSSELL RUSSO
OF COUNSEL
STEVEN RUSSO

MICHAEL A. SLANIA
BOB SCHWARTZ

August 4, 2006

Mr. Richard Cooper
Tucson Country Day School
9239 E. Wrightstown Road
Tucson, AZ 85715

Dear Richard:

Please be advised that our office has moved to the above address. Since we are your statutory agent, we are required to notify the Arizona Corporation Commission of our change of address. Enclosed for your information is a copy of the Statement of Change which has been sent to the ACC. If you have any questions, please do not hesitate to contact me.

Sincerely,

RUSSO, RUSSO & SLANIA, P.C.

Michael A. Slania

MAS:ple

Enclosure