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AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

MAR 19 2012

FILE NO. 1477325

ARTICLES OF INCORPORATION

OF

VISTA COLLEGE PREPARATORY, INC.

ARTICLE I – NAME

The name of the Corporation shall be Vista College Preparatory, Inc.

ARTICLE II – PURPOSE

The Corporation is formed to operate exclusively for charitable, scientific and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and to conduct any and all lawful business for which nonprofit corporations may be incorporated under the laws of Arizona, as amended from time to time, including distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code. The specific purpose for which the Corporation is formed is to organize and operate public charter schools within the State of Arizona and under Arizona law, to conduct other educational or similar activities and all acts incidental thereto. Regardless of other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted for a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or for a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

No substantial part of the Corporation's activities shall be to carry on propaganda or attempt to influence legislation, nor shall the Corporation participate in any political campaign for any candidate for public office, including the publishing or distribution of statements.

The Corporation shall not be for profit or pecuniary gain and shall have no capital stock or shares; and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer or director of the Corporation, any private individual or be appropriated for any purposes other than the purposes of the Corporation as set forth herein; provided, however, 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 of the Corporation set forth herein.

ARTICLE III – BOARD OF DIRECTORS

The initial Board of Directors shall consist of two directors. The names and addresses of the persons serving as directors until the first meeting of the Board of Directors, or until their successors are appointed and qualified are:

Kelly McManus, 506 West Winter Avenue, Phoenix, Arizona 85003; and
Julie Meyerson, 841 North Second Avenue, Suite 102, Phoenix, Arizona 85003.

After the first meeting of the Board of Directors, the number of directors to serve on the Board of Directors shall be established by the Corporation's Bylaws.

ARTICLE IV – STATUTORY AGENT

The name and address of the statutory agent of the Corporation are: Warren & Barker, PLC, 4300 North Miller Road, Suite 141, Scottsdale, Arizona 85251.

ARTICLE V – PRINCIPAL OFFICE

The address of the principal office of the Corporation is: 841 North Second Avenue, Suite 102, Phoenix, Arizona 85003.

ARTICLE VI – INCORPORATOR

The name and address of the incorporator are: Julie S. Meyerson, 841 North Second Avenue, Suite 102, Phoenix, Arizona 85003.

ARTICLE VII – MEMBERS

The Corporation shall not have members.

ARTICLE VIII – DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IX – 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, or to such 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 Code (or the corresponding section of any future federal tax code), as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors 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 purposes or to such organization or organizations, as such Court shall determine and as permitted by applicable law.

ARTICLE X – PRIVATE PROPERTY

The private property of the directors, board members, committee members and officers of the Corporation shall be forever exempt from the debts, obligations and liabilities of the Corporation.

ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify its directors, board members, committee members and officers, in all circumstances and to the maximum extent permitted by Arizona law then in effect, against any costs or expenses, including, without limitation, attorneys' fees, judgments, fines, penalties, taxes, interest, and amounts paid in settlement, actually incurred by reason of the fact that he or she is or was a director, board member, committee member or officer of the Corporation, or is or was serving at the request of the Corporation as a director, board member, officer, committee member or agent of another corporation, partnership, company, joint venture, trust or other entity or organization.

ARTICLE XII - PRIVATE INUREMENT

No director, officer or employee of the Corporation, member of a committee of the Corporation, nor any other private individual shall: (i) 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; provided, however, that compensation shall not be paid if such payment would constitute an act of self-dealing or would result in the termination of the Corporation's tax exempt status under Section 501(c)(3) of the Code; or (ii) be entitled to share in the distribution of any of the corporate assets in the event of the Corporation's dissolution.

ARTICLE XIII – DISCRIMINATION PROHIBITED

In rendering its functions and in exercising its purposes, the Corporation shall not practice or permit unlawful discrimination on the basis of race, color, religion, sex, national origin, age or disability.

ARTICLE XIV – AMENDMENT

These Articles of Incorporation may be amended or restated by a two-thirds vote of the Board of Directors of the Corporation or as otherwise provided by the Corporation's Bylaws, provided that these Articles of Incorporation may not be amended or restated so as to cause a determination that the Corporation is no longer an organization qualifying under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

EXECUTED this 27 day of January 2012.

Incorporator:

Julia Meyerson

Julia S. Meyerson

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned acknowledges and accepts appointment as statutory agent of Vista College Preparatory, Inc., this 21 day of January 2012.

WARREN & BANKER, PLC, an Arizona professional limited liability company

By: Terry D. Warren, its Member

CERTIFICATE OF DISCLOSURE

A.R.S. §10-[illegible] (for-profit and financial institutions) or §10-[illegible] (non-profit)

Vista College Secondary, Inc.

A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profit and financial institutions only) who controls or holds over ten (10) percent 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 without having a state or federal jurisdiction within the seven (7) year period immediately preceding the execution of this Certificate?
2. Convicted of a felony, the essential elements of which constituted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven (7) 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 (7) year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
   (a) Involved the violation of fraud or misrepresentation provisions of the securities laws of this jurisdiction; or
   (b) Involved the violation of the consumer fraud laws of this jurisdiction; or
   (c) Involved the violation of the antitrust or restraint of trade laws of this jurisdiction?

Yes____ No X

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 transactions preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial order, including the case and docket, the court and public agency involved and the or entire number of cases.

C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profit and financial institutions only) who controls or holds over ten (10) percent of the issued and outstanding common shares or 10% 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 X

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. Statute in which the other corporation:
   (a) was incorporated.
   (b) was financial institution.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned hereby certifies (or if corporate, declares) that he/she has examined this Certificate, including any attachments, and to the best of my/our knowledge and belief it is true, correct and complete, and hereby declares as indicated above.
THE DECLARATION MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Julie Hayerson BY_____

PRINT NAME Julie S. Hayerson PRINT NAME_____

TITLE President DATE 3-6-2012 TITLE_____ DATE_____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. Within sixty days any person becomes an officer, director, trustee or (for-profit or financial institutions) person owning or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and that 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.