



DO NOT PUBLISH
THIS SECTION

JUN 27 2008

ARTICLES OF INCORPORATION
OF A TAX-EXEMPT

Pursuant to A.R.S. §10-3202
(Arizona Non-Profit Corporation)

FILE NO. 14606250

ARTICLE 1

If you are the holder or assignee of a tradename, attach a copy of the tradename certificate.

1. Name: The Name of the Corporation is:

KAIZEN Education Foundation

ARTICLES 2

The Internal Revenue Code places certain restrictions upon the purpose of a tax exempt non profit corporation. Please refer to Federal Publication #557. Before completing this article.

2. Purpose: The purpose for which the corporation is organized is: to provide

support to charter schools.

3. Character of Affairs: The character of affairs of the corporation will be: for Charitab.

educational, scientific, and literary purposes within the meaning of I.R.C. 501(c)(3)

ARTICLE 3

The name cannot imply that the corporation is organized for any character of affairs other than the initial business indicated in this article.

4. No part of the net earning 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)(3) of the Internal Revenue Code of 1986 (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(e)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE 4

This Article is included for the purpose of obtaining tax-exempt status with the IRS and to comply with A.R.S. §10-2326. If the corporation intends to apply for tax-exempt status, you will need to cite the specific Section of the IRS code, as amended, under which the corporation plans to organize. For further information please refer to publication #557.

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 513 of the Internal Revenue Code of 1986 (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 principle 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.

ARTICLE 5

Insert applicable Section number of the IRS Code.

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

ARTICLE 6

This provision is not mandatory. See A.R.S. §10-3302(14).

AZ CORPORATION COMMISSION
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ARTICLE 7

A minimum of 1 director is required.

ARTICLE 8

May be in care of the statutory agent. If the address is the same as the street address of the statutory agent, write "same as statutory agent." **DO NOT LEAVE BLANK.**

ARTICLE 9

The statutory agent must provide a physical address. If the statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

ARTICLE 10

A minimum of 1 incorporator is required. All incorporators must sign both the Articles of Incorporation and the Certificate of Disclosure

7. Board of Directors: The initial board of directors shall consist of 1 (one) director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

Name: Theodore C. Frederick Name: _____
Address: 5237 N. 31st Street Place Address: _____
City, State, Zip: Phoenix, AZ 85016 City, State, Zip: _____

Name: _____ Name: _____

Address: _____ Address: _____

City, State, Zip: _____ City, State, Zip: _____

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

8. Known Place of Business: (In Arizona) The street address of the know place of business of the Corporation is:

7878 N. 16th Street, Suite 150
Phoenix, AZ 85020

9. Statutory Agent: (In Arizona) The name and address of the statutory agent of the Corporation is:

Name: Theodore C. Frederick
Address: 5237 N. 31st Place
City, State, Zip: Phoenix, AZ 85016

10. Incorporators: The name(s) and address(es) of the incorporator(s) is (are):

Name: Theodore C. Frederick Name: _____
Address: 5237 N. 31st Place Address: _____
City, State, Zip: Phoenix, AZ 85016 City, State, Zip: _____

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

11. 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.

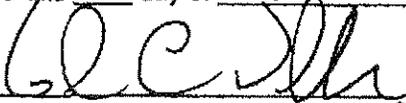
DO NOT PUBLISH
THIS SECTION

ARTICLE 12
The Articles must
indicate if the
corporation will, or will
not have members.

12. MEMBERS (Check One)

The corporation will have members
 will not have members.

Executed this 20th day of June 2008 by all of the incorporators.

Signed: 

Theodore C. Frederick

[Print Name Here]

[Print Name Here]

Phone and fax
numbers are optional

PHONE 602.943.4456

FAX 602.277.4900

The agent must
consent to the
appointment by
executing the consent.

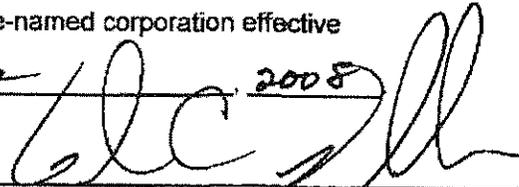
Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment

as statutory agent of the above-named corporation effective

this 20th day of June 2008

Signed



Theodore C. Frederick

[Print Name Here]

The Articles must be
accompanied by a
Certificate of
Disclosure, executed
within 30 days of
delivery to the
Commission, by all
incorporators.

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

**NONPROFIT
CERTIFICATE OF DISCLOSURE**
Pursuant to A.R.S. § 10-3202 (D)

Kaizen Educational Foundation
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been 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. Been 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. Been or are 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 and prior name(s) used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution 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 corporation. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation:
(a) Was incorporated.
(b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is 6/30/20XX

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of 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] DATE 6/20/2008 BY _____ DATE _____
TITLE President TITLE _____

BY _____ DATE _____ BY _____ DATE _____
TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

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

COMMISSIONERS
MIKE GLEASON - Chairman
WILLIAM A. MUNDELL
JEFF HATCH-MILLER
KRISTIN K. MAYES
GARY PIERCE



BRIAN C. MCNEIL
Executive Director

LINDA FISHER
Director, Corporations Division

ARIZONA CORPORATION COMMISSION

July 10, 2008

TED FREDERICK
7878 N 16TH ST #150
PHOENIX, AZ 85020

RE: KAIZEN EDUCATION FOUNDATION
File Number: 14606250

We are pleased to notify you that your Articles of Incorporation HAVE BEEN APPROVED for the entity referenced above.

You must publish the Articles of Incorporation in their entirety. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona as filed with the Commission, for three (3) consecutive publications. A list of acceptable newspapers in each county is attached and is available on the Commission web site. Please make sure the newspaper publishes the corporation documents using the exact name filed with the Commission. Publication must be completed WITHIN SIXTY (60) DAYS and an affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from July 10, 2008, which is the date the document was processed and approved for filing by the Commission.

Most corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. You can visit our website at www.azcc.gov to electronically file your annual report. You can also complete the form online, print it out and mail it in or you can call the annual reports section at 602-542-3285. Corporations must notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

Periodically check Commission records regarding your corporation at www.azcc.gov. If you have questions or need further information please contact us at (602) 542-3026 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,
Linda CJohnson
Examiner, Corporations Division

CF:04
REV. 11/2006

THE RECORD REPORTER

~ SINCE 1914 ~

1505 N CENTRAL AVE #200, PHOENIX, AZ 85004-1725
Telephone (602) 417-9900 / Fax (602) 417-9910

RECEIVED

AUG 01 2008

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

LISA REYES
LEONA GROUP, THE
7878 N 16 ST #150
PHOENIX, AZ - 85020

RR# 1397742

AFFIDAVIT OF PUBLICATION

Reference #:

Notice Type: AIF - ARTICLES OF INCORPORATION-AIF

Ad Description: KAIZEN EDUCATION FOUNDATION

I, Marcia Nohava, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa, State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

08/01/2008, 08/04/2008, 08/06/2008

State Of Arizona)
)ss.
County Of Maricopa)

Subscribed and sworn to before me on the 1st day of August, 2008



ANNETTE R. ACOSTA
Notary Public - Arizona
Maricopa County
Expires 10/15/2010

ARTICLES OF INCORPORATION
OF A TAX-EXEMPT
Pursuant to A.R.S. 510-3202
(Arizona Non-Profit Corporation)

- Name:** The Name of the Corporation is: KAIZEN EDUCATION FOUNDATION
- Purpose:** The purpose for which the corporation is organized is: to provide support to chartern schools.
- Character of Affairs:** The character of affairs of the corporation will be: for charitable educational scientific; and literary purposes within the meaning of I.R.C. 501(c)(3).
- No part of the net earning 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 propoganda, 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 1986 (or by the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).
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Phoenix, AZ 85020

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Name: Theodore C. Frederick
Address: 5237 N. 31st Place
City, State, Zip: Phoenix, AZ 85016

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Address: 5237 N. 31st Place
City, State, Zip: Phoenix, AZ 85016
All powers, duties and responsibilities of the incorporators(s) shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

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

12. MEMBERS
The corporation will not have members.
EXECUTED this 20th day of June, 2008 by all of the incorporators.
/s/ THEODORE C. FREDERICK
Phone: (602) 943-4456
Fax: 602-277-4900

Acceptance of Appointment By Statutory Agent
The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 20th day of June, 2008
/s/ THEODORE C. FREDERICK

8/1, 8/4, 8/6/08

RR-1397742#



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