

06/24/2009 13:55 4602222044

WARREN BANKER

AZ Corp. Commission



02628228

AZ CORPORATION COMMISSION
FILED

JUN 18 2009

FILE NO. -1093985-2

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAVEEN PREPARATORY SCHOOL
- A CHALLENGE ACADEMY
(an Arizona nonprofit corporation)**

The undersigned members of the Board of Directors of Laveen Preparatory School - A Challenge Academy, an Arizona nonprofit corporation, desiring to amend and restate the Corporation's Articles of Incorporation, hereby adopt these Amended and Restated Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be CHALLENGE FOUNDATION ACADEMIES OF ARIZONA, INC.

ARTICLE II - PURPOSE

A. The Corporation is formed to operate exclusively for charitable, research and educational purposes, and to conduct any and all lawful business for which non-profit corporations may be incorporated under the laws of Arizona, as they may be amended from time to time.

B. 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.

C. The Corporation is organized only for charitable, educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"), including distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code and initially and specifically for the purpose of operating public charter schools. Regardless of other provisions of these Amended and Restated 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(e)(2) of the Code, or the corresponding section of any future federal tax code.

D. 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.

E. 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

AZ CORPORATION COMMISSION
FILED

JUN 24 2009

FILE NO. -1093985-2

ARTICLE III – BOARD OF DIRECTORS

A Board of Directors, composed of not less than three Directors and not more than 15 Directors (or such other greater or lesser number as provided by the Corporation's Bylaws), shall conduct the affairs of the Corporation and be responsible for the governance and operation of the Corporation. The following persons are the Corporation's existing Board of Directors at the time these Amended and Restated Articles of Incorporation are adopted:

Steve Bryan, 7606 SW Kelly Avenue Portland, Oregon 97219;
William Imperato, 4800 North Scottsdale Road, Suite 6000, Scottsdale, Arizona 85251;
Jason Klonoski, 4444 North Dromedary Road, Phoenix, Arizona 85018;
Joan Lange, 6104 Yeats Manor Drive, Tampa, Florida 33616;
Cheryl Reinstadler, 14550 SW Hazeltree Terrace, Tigard, Oregon 97224;
Sally Rudd, 13015 North 96th Place Scottsdale, Arizona 85260;
William Steinbrook, Jr., P.M.B. 302, 1900 Preston Road #267, Plano, Texas 75093; and
Terry Warren, 4300 North Miller Road, Suite 141, Scottsdale, Arizona 85251.

ARTICLE IV – STATUTORY AGENT

The name and address of the statutory agent of the Corporation is: William Imperato, 4800 North Scottsdale Road, Suite 6000, Scottsdale, Arizona 85251.

ARTICLE V – PRINCIPAL OFFICE

The address of the office of the Corporation is 6629 West Clarendon Avenue, Phoenix, Arizona 85033.

ARTICLE VI – INCORPORATOR

The name and address of the original incorporator was: Vicki L. White, P.O. Box 1238, Celina, Texas 75009.

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 purpose 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 purpose or to such organization or organizations, as such Court shall determine and as permitted by applicable law.

ARTICLE X - PRIVATE FOUNDATION

In the event that the Corporation is ever deemed to be a private foundation, as defined in Section 509 of the Code, and while it is a private foundation, the Corporation shall:

- A. distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- B. not engage in any action of self-dealing as defined in Section 4941(d) of the Code;
- C. not retain any excess business holdings as defined in Section 4943(c) of the Code;
- D. not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and
- B. not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XI - PRIVATE PROPERTY

The private property of the Directors, School Board members, committee members and Officers of the Corporation shall be forever exempt from the debts, obligations and liabilities of the Corporation.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify its Directors, School 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, School Board member, committee member or Officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, committee member or agent of another corporation, partnership, company, joint venture, trust or other entity or organization.

ARTICLE XIII - DIRECTOR LIABILITY

A Director, School Board member or committee member of the Corporation shall not be personally liable to the Corporation for breach of his or her fiduciary duty as a Director, School Board member or committee member, nor for any action taken or failure to take any action in his or her corporate capacity. This Article shall eliminate the liability of Directors, School Board members and committee members to the maximum extent permitted by Arizona law then in effect,

05/24/2009 13:56 4802222844

WARREN BANKER

PAGE 12/12

We shall not eliminate or limit the liability of a Director, School Board member or committee member for the acts or omissions specified in Arizona Revised Statutes Section 10-5102 N.J. Any repeal or modification of this Article shall not increase the liability of a Director, School Board member or committee member of the Corporation acting out of state or omissions occurring before the repeal or modification becomes effective.

ARTICLE XIV - DISCRIMINATION PROHIBITED

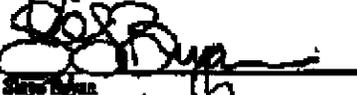
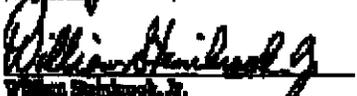
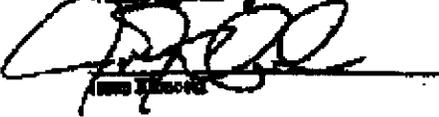
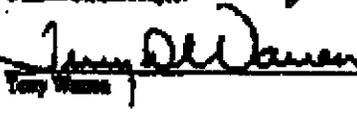
In conducting its functions and in carrying its purposes, the Corporation shall not practice or permit unlawful discrimination on the basis of race, color, religion, sex, national origin, age or disability.

ARTICLE XV - AMENDMENT

These Amended and Restated Articles of Incorporation may be amended or restored by the majority vote of the Board of Directors of the Corporation or as otherwise provided by the Corporation's Bylaws, provided that these Amended and Restated Articles of Incorporation may not be amended or restored 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.

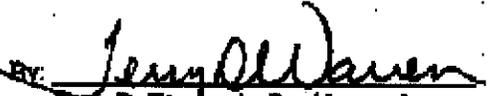
EXECUTED this 17th day of June, 2009.

Directors:

 David Lopez	 Cheryl Reinbacher
 Steve Ryan	 Jay Ruck
 William Korman	 William Stuchlik, Jr.
 Tom Hines	 Terry Warren

ADOPTED BY UNANIMOUS VOTE OF THE BOARD OF DIRECTORS ON MAY 26, 2009.

LAVEN PREPARATORY SCHOOL - A CHALLENGE ACADEMY, an Arizona nonprofit corporation

By: 
Terry D. Warren, its President and Chairman of the Board

AZ CORPORATION COMMISSION
FILED

AUG 31 2011

AZ Corp. Commission
03602889

FILE NO. 1093985-2

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
CHALLENGE FOUNDATION ACADEMIES OF ARIZONA, INC.**

- 1. The name of the Corporation is "Challenge Foundation Academies of Arizona, Inc."
- 2. The Corporation hereby adopts the following amendments to its Articles of Incorporation:
 - A. Article I of the Articles of Incorporation shall be amended to provide as follows:

"ARTICLE I - NAME

The name of the Corporation is: **Pioneer Preparatory School: A Challenge Foundation Academy, Inc."**

- B. Article IV of the Articles of Incorporation shall be amended to provide as follows:

"ARTICLE IV - STATUTORY AGENT

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

- C. Article V of the Articles of Incorporation shall be amended to provide as follows:

"ARTICLE V - PRINCIPAL OFFICE

The address of the office of the Corporation is **6310 West Clarendon Avenue, Phoenix, Arizona 85033."**

- D. Article VII of the Articles of Incorporation shall be amended to provide as follows:

"ARTICLE VII - MEMBERS

The Corporation shall have one member. The name and address of the member are: **CFA of Arizona, Inc., an Arizona nonprofit corporation (the "Member"), 1 East Washington Street, Suite 500, Phoenix, Arizona 85004."**

- E. Article XV of the Articles of Incorporation shall be amended to provide as follows:

AZ CORPORATION COMMISSION
FILED

SEP 09 2011

FILE NO. 1093985-2

"ARTICLE XV - AMENDMENT

These Articles of Incorporation may not be amended or restated without the written approval of the Member. The Member is hereby expressly permitted to propose restatement or amendment to these Articles of Incorporation, and, if so proposed, and after 10 days' prior written notice of such proposed amendment to each of the Member's board of directors and the Corporation's Board of Directors, the Member may adopt such restatement or amendment by majority vote of the Member's board of directors at a duly-called meeting of the Member's board of directors pursuant to the Member's Bylaws and in accordance with Arizona Revised Statutes Section 10-11003. As provided by Arizona law and by majority vote of the Corporation's Board of Directors, the Corporation's Board of Directors may recommend restatement or amendment of these Articles of Incorporation to the Member. In such case, the Member's board of directors shall either approve, modify or reject such recommendation by majority vote of the Member's board of directors. Notwithstanding the foregoing, 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, without the unanimous vote of the board of directors of the Member."

F. Wherever reference is made to "School Board" throughout the Articles of Incorporation, such reference shall mean and include the "School Board" and/or the "Governing Board."

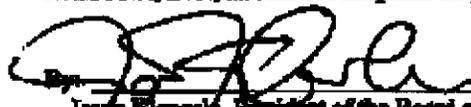
G. In all other respects, the Articles of Incorporation shall remain the same.

3. The amendments set forth in these Articles of Amendment were duly adopted on August 30, 2011.

4. The amendments set forth in these Articles of Amendment were duly adopted by act of the Board of Directors of the Corporation and no other approvals are required by the Corporation's Articles of Incorporation.

DATED as of the 30th day of August 2011.

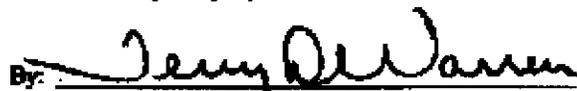
CHALLENGE FOUNDATION ACADEMIES OF ARIZONA, INC., an Arizona nonprofit corporation

By: 
James Kinnald, President of the Board of Directors

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT:

The undersigned acknowledges and accepts appointment as statutory agent of CHALLENGE FOUNDATION ACADEMIES OF ARIZONA, INC., this 30th day of August 2011.

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

By: 
Terry D. Warren, its Member

AZ CORPORATION COMMISSION
FILED

AZ Corp. Commission



03883796

APR 27 2012

FILE NO. 1093985-2

AZ CORPORATION COMMISSION
FILED

MAY 07 2012

FILE NO. 1093985-2

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
PIONEER PREPARATORY SCHOOL:
A CHALLENGE FOUNDATION ACADEMY, INC.

1. The name of the Corporation is "Pioneer Preparatory School: A Challenge Foundation Academy, Inc."

2. The Corporation hereby adopts the following amendment to its Articles of Incorporation:

A. Article VII of the Articles of Incorporation shall be amended to provide as follows:

***ARTICLE VII - MEMBERS**

The Corporation shall have one member. The name and address of the member are:
TeamCFA Foundation, an Oregon nonprofit corporation (the "Member"), 1 East Washington Street, Suite 500, Phoenix, Arizona 85004."

B. In all other respects, the Articles of Incorporation shall remain the same.

3. The amendments set forth in these Articles of Amendment were duly adopted on February 27, 2012.

4. The amendment was duly adopted by the unanimous vote of the Board of Directors of the Corporation and with approval, in writing, by the person or persons so specified in the Corporation's Articles of Incorporation or Bylaws.

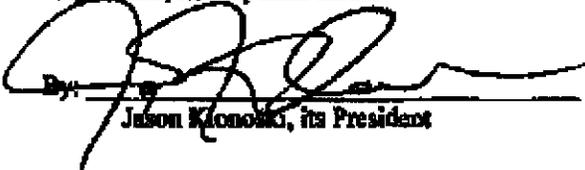
DATED as of the 26th day of April 2012.

PIONEER PREPARATORY SCHOOL: A
CHALLENGE FOUNDATION ACADEMY, INC.,
an Arizona nonprofit corporation

By: 
Jason K. Lambert, its President

AUTHORIZED AND APPROVED:

**CFA OF ARIZONA, INC., an Arizona nonprofit
corporation, its corporate member**


By: _____
Jason Klonoski, its President