MINUTES OF PUBLIC MEETING
OF THE BOARD OF DIRECTORS OF
CHOICE EDUCATION AND DEVELOPMENT CORPORATION

Friday March 9, 2012
10:15 AM
1011 W. Holmes Avenue – Fiesta Room
Mesa, Arizona

ALL ITEMS ON THIS AGENDA ARE OPEN FOR DISCUSSION AND POSSIBLE ACTION, INCLUDING REPORTS AND ACTION ITEMS

A **Roll Call - Roll was taken and all members of the Board are present.**

(Doug Pike, Tom Crewse, Vicki Jo Anderson, Clark Smithson and Mary Gifford)

B. **Approval of the Agenda as published. The agenda was approved as published**

C. **Discussion and possible action relative to approval of the December 9, 2011 Minutes as written. A motion was made by Clark Smithson to approve the minutes of the last meeting and Vicki Jo Anderson seconded he motion, a vote received 5 Ayes and the minutes were unanimously approved.**

D. **Discussion and possible action relative to the merger of Choice Education and Development Corporation and Edkey, Inc. After discussion and explanation of the resolution and plan for the Merger, Tom Crewse made a motion to approve the merger and resolution attached and signatures of the merger documents, Vicki Jo Anderson seconded the motion, a vote received 5 Ayes and the motion was unanimously approved.**

E. **Discussion and possible action relative to the adoption of a policy on Travel and other Expense Reimbursement. After discussion, it was decided that Item 4, Sub item A would reflect a change of line two to say "approved by Edkey's Chairman/President of the Board or his/hers designee" and Item 12 , last sentence would read "approval of the President(instead of Chairman) of the Board or his/her designee." With agreed upon changes made to the Policy, Clark Smithson made a motion and Mary Gifford Seconded, a vote received 5 Ayes and the Policy motion was approved unanimously.**

F. **Discussion and Possible action relative to the adoption of a policy on Reporting of Illegal Practices or Violations of Adopted Policies of the Organization. After discussion, it was decided the last sentence should read "Employees will be train" instead of "Supervisors will be trained", Patric will add it as a training module in the ADP Employee section. Mary Gifford made a motion to accept the Policy, Clark Smithson seconded the motion, a vote received 5 Ayes and the Policy motion was approved unanimously.**

G. **Discussion and possible action relative to the creation of Committees in the Corporate Board as required in the By-Laws. After discussion, it was decided the two committees the Board would like to create are the Finance and Independent Audit Committee and the Compensation Committee. It was decided to table appointments for the chosen committees until a later date.**

H. **Adjournment - The meeting was adjourned at 12:00 P.M.**

AZ CORPORATION COMMISSION
FILED

JUN 18 2012

FILE NO. -10317127

NO. 494 P. 2

AZ CORPORATION COMMISSION
FILED

JUN 11 2012

FILE NO. -10317127

ARTICLES OF AMENDMENT AND MERGER MERGING EDKEY, INC. WITH AND INTO CHOICE EDUCATION AND DEVELOMENT CORPORATION

Edkey, Inc., an Arizona nonprofit corporation and Choice Education and Development Corporation, an Arizona nonprofit corporation, hereby adopt the following Articles of Merger to merge Edkey, Inc. with and into Choice Education and Development Corporation, with Choice Education and Development Corporation being the corporation surviving the merger (the "*Merger*"):

FIRST: The Plan of Merger is being simultaneously filed with the Arizona Corporation Commission.

SECOND: The names of the corporations that are the parties to this merger are Edkey, Inc., an Arizon nonprofit corporation, and Choice Education and Development Corporation, an Arizona nonprofit corporation (the "*Surviving Corporation*").

THIRD: The known place of business of the Surviving Corporation, is 1460 S. Horne, Ste. 632, Mesa, AZ 85204.

FOURTH: The name and address of the statutory agent of the Surviving Corporation is Patric R. Greer, 1460 S. Horne, Mesa, AZ 85204-5760.

FIFTH: The Articles of Incorporation of the Surviving Corporation, shall remain in full force and effect, except, however, Article 1 of such Articles of Incorporation is hereby amended in its entirety to read as follows:

"Article 1: Name. The name of the Corporation is Edkey, Inc."

SIXTH: The Board of Directors of each party to the Merger approved the Merger, and the Plan of Merger at meetings duly called and properly held on March 9, 2012.

SEVENTH: Both parties to the Merger are Arizona nonprofit corporations with no members. Accordingly, no vote of shareholders or members is required.

EIGHTH: The Merger shall be effective as of 11:59 p.m. on June 30, 2012.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 7 day of June, 2012.

EDKEY, INC.

By:
Name: Patric R. Greer
Title: Secretary / Treasurer

CHOICE EDUCATION AND DEVELOPMENT CORPORATION

By:
Name:
Title: President

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PLAN OF MERGER
MERGING EDKEY, INC. WITH AND INTO
CHOICE EDUCATION AND DEVELOPMENT CORPORATION

This Plan of Merger has been prepared in accordance with Section 10-1110 of the Arizona Nonprofit Corporation Act.

1. Surviving Corporation. Edkey, Inc., an Arizona nonprofit corporation, shall be merged (the "*Merger*") with and into Choice Education and Development Corporation, an Arizona nonprofit corporation. Choice shall be the corporation surviving the Merger (the "*Surviving Corporation*").

2. Effective Time. The Merger shall be effective as of 11:59 p.m. on June 30, 2012 (the "*Effective Time*").

3. Rights and Obligations. As of the Effective Time, the Surviving Corporation, by operation of the Merger, and with no further action required, shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties and debts of Edkey, Inc. and the Surviving Corporation.

Without limitation, as of the Effective Time, the Surviving Corporation shall, and hereby agrees to, be bound by and assume and perform all of the terms, covenants, conditions, agreements and obligations of both Edkey, Inc., and Choice Education and Development Corporation under and pursuant to the following Loan Agreements and all documents entered into in connection therewith: (a) Loan Agreement by and between The Industrial Development Authority of the County of Pima, as issuer, and Edkey, Inc. as Borrower, dated as of November 1, 2010, and (b) Loan Agreement by and between The Industrial Development Authority of the County of Pima, as issuer, and Choice Education and Development Corporation, as Borrower, dated as of June 1, 2006.

Furthermore, without limitation, as of the Effective Time, the Surviving Corporation shall, and hereby agrees to, be bound by and assume and perform all of the terms, covenants, conditions, agreements and obligations of both Edkey, Inc., and Choice Education and Development Corporation under and pursuant to the following Charters granted by the Arizona State Board of Charter Schools: (a) Sequoia Charter School; (b) Arizona Conservatory for the Arts and Academics; (c) Sequoia Village School; (d) Learning Crossroads Basic Academy; (e) Sequoia School for the Deaf and Hard of Hearing; (f) Sequoia Ranch Schools; (g) Pathfinder Academy; and (h) Redwood Academy.

4. Officers. The officers of the Surviving Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation as of and after the Effective Time, and each of them shall hold office until their respective successors are elected and qualified, or until their earlier resignation or removal.

5. Directors. The directors of the Surviving Corporation immediately prior to the Effective Time shall be the directors of the Surviving Corporation as of and after the Effective Time, and each of them shall hold office until their respective successors are elected and qualified, or until their earlier resignation or removal.

6. Bylaws. The Bylaws of the Surviving Corporation that are in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation as of and after the Effective Time, except the Bylaws shall be amended to the extent necessary to amend the name of the Surviving Corporation to Edkey, Inc.