

**Amended and Restated
Articles of Incorporation
of
Cocopah Middle School Association of Parents and Teachers, Inc.,
an Arizona nonprofit corporation which is changing its name to
Cocopah Middle School Association of Parents & Teachers**

1. Name. The name of the corporation is now Cocopah Middle School Association of Parents & Teachers, Arizona Corporation Commission File No. 02176290 (the “Corporation” or “Cocopah APT”). The Corporation formerly was named Cocopah Middle School Association of Parents and Teachers, Inc.

2. Purposes; Initial Character of Affairs. The Corporation is formed to promote the welfare and education of children including, but not limited to, those children attending Cocopah Middle School, Scottsdale, Arizona, by bringing the home, faculty, and school into closer relationship. The Corporation may engage only in activities permitted by nonprofit corporations under Arizona law that constitute charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

3. Exempt Organization Restrictions.

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the purposes clause of these Articles of Incorporation. 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.

b. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

c. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

4. Board of Directors. The names and addresses of the members of the Board of Directors on the date of these Amended and Restated Articles of Incorporation are as follows:

Lara Vineyard
6615 E. Cholla Street
Scottsdale, AZ 85254

Pat Moraca
6615 E. Cholla Street
Scottsdale, AZ 85254

Maria Negrete
6615 E. Cholla Street
Scottsdale, AZ 85254

Betsy Fisher Pai
6615 E. Cholla Street
Scottsdale, AZ 85254

Michelle Parker
6615 E. Cholla Street
Scottsdale, AZ 85254

Anna Jennings
6615 E. Cholla Street
Scottsdale, AZ 85254

Cheri Stegall
6615 E. Cholla Street
Scottsdale, AZ 85254

Cynthia Denham
6615 E. Cholla Street
Scottsdale, AZ 85254

Teerin Higgins
6615 E. Cholla Street
Scottsdale, AZ 85254

Leigh McDaniel
6615 E. Cholla Street
Scottsdale, AZ 85254

Matt Dougall
6615 E. Cholla Street
Scottsdale, AZ 85254

Alba Chester
6615 E. Cholla Street
Scottsdale, AZ 85254

Lisa Kanarish
6615 E. Cholla Street
Scottsdale, AZ 85254

Nina Short
6615 E. Cholla Street
Scottsdale, AZ 85254

Francie Donkerbrook
6615 E. Cholla Street
Scottsdale, AZ 85254

Christy Wright
6615 E. Cholla Street
Scottsdale, AZ 85254

5. Statutory Agent. The name of the statutory agent of the Corporation is CB Service Entity LLC, whose street address is 2800 N. Central Avenue, Suite 1900, Phoenix, Arizona 85004. A consent of the new statutory agent is filed with these Amended and Restated Articles of Incorporation.

6. Known Place of Business. The street address of the known place of business for the Corporation as of the date of these Amended and Restated Articles of Incorporation is 6615 E. Cholla Street, Scottsdale, Arizona 85254.

7. Members. The Corporation shall have members. Rights, qualifications, and obligations of the members shall be determined in the Bylaws of the Corporation. The Board of Directors shall adopt Bylaws for the Corporation, and such Bylaws may be amended, modified, or replaced as provided in the Bylaws from time to time.

8. Limitation of Liability. The personal liability of a director or officer of the Corporation, or of a person who serves on a board, committee, or advisory council of the Corporation in any capacity, to the Corporation or its members, if any, for money damages for any action taken or any failure to take any action is eliminated to the fullest extent permitted by Arizona law as it now exists or hereafter may be amended. Any repeal or modification of this provision shall be prospective only, and shall not affect adversely any limitation on the personal liability of such person with respect to any act or omission occurring prior to the time of such repeal or modification.

9. Indemnification. The Corporation shall indemnify, to the fullest extent allowed by Arizona law as it now exists or may be amended, any person who incurs liability to any person for any action taken, or any failure to take any action as an officer, director, employee, or agent of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by Arizona law. Any repeal or modification of this provision shall be prospective only, and shall not affect adversely any right or protection of an officer, director, employee, or agent of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

10. Corporate History and Recognition. The Corporation acknowledges the members of the initial Board of Directors of the Corporation, Sue Boyd; Sandi Thomas; Marilyn Zolondek; Marilyn Reinstein; Marguerite Zuccaro; and Jeanne Reimers, who also was the incorporator of the Corporation. While the Corporation needed to amend and restate its Articles of Incorporation to update certain provisions and statutory references, the Corporation wants these Amended and Restated Articles of Incorporation to mention these individuals named in the original Articles of Incorporation so their names continue to appear in the Corporation's governing documents.

By signing below, the undersigned acknowledges *under penalty of perjury* that these Amended and Restated Articles of Incorporation, together with any attachments, is submitted in compliance with Arizona law.

DATED _____, 2018.

Name: _____

Title: _____

ACCEPTANCE OF STATUTORY AGENT

By the signature appearing below, the entity named as the initial statutory agent accepts the appointment as statutory agent for Cocopah Middle School Association of Parents & Teachers, an Arizona nonprofit corporation (the “Corporation”), and acknowledges that the appointment is effective until the Corporation replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this Acceptance of Statutory Agent, together with any attachments, is true and correct, and is submitted in compliance with Arizona law.

CB Service Entity LLC, an Arizona limited liability company

By: _____
Samuel G. Coppersmith, Member

Date: _____