

Restated Articles of Incorporation
of
Scottsdale Parent Council, Inc.
an Arizona nonprofit corporation

1. Name. The name of the corporation is Scottsdale Parent Council, Inc., Arizona Corporation Commission Entity ID No. 08172190 (the “Corporation” or “SPC”)

2. Purposes; Initial Character of Affairs. The Corporation is formed to advance the welfare and education of children including, but not limited to, those children attending public school within Scottsdale Unified School District in Scottsdale, Arizona, by promoting communication and collaborative relationship between Scottsdale Unified School District families, district faculty, leadership and staff, to support and to advocate for the highest quality of education for all students attending schools managed and governed by Scottsdale Unified School District. 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.

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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 Palles
8500 E. Jackrabbit Road
Scottsdale, AZ 85250
Brehan King
8500 E. Jackrabbit Road
Scottsdale, AZ 85250
Emmie Cardella
8500 E. Jackrabbit Road
Scottsdale, AZ 85259

Lisa Kanarish
8500 E. Jackrabbit Road
Scottsdale, AZ 85250
Karen Gifford
8500 E. Jackrabbit Road
Scottsdale, AZ 85250
Megan Prince
8500 E. Jackrabbit Road
Scottsdale, AZ 85250

5. Statutory Agent. The name of the statutory agent of the Corporation is Lara Palles, a Member of Lara Palles-Shemen Law PLLC located at 10872 E. Sahuaro Drive, Scottsdale, AZ. A consent of the 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 8500 E. Jackrabbit Road, Scottsdale, Arizona 85250.

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 replaces 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.

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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 July 18 , 2019.



Name: Lara Palles

Title: Director