ARTICLES OF INCORPORATION
OF
ASCEND COLLEGE PREP
a Colorado nonprofit corporation

The natural person designated in Article XII below, acting as incorporator of a corporation under the Colorado Revised Nonprofit Corporation Act (C.R.S. § 7-121-101 et seq.) (the "**Act**"), execute(s) the following Articles of Incorporation for such corporation:

ARTICLE 1
NAME AND OFFICE

The name of the corporation is **Ascend College Prep** (the "**Corporation**"). The Corporation's principal place of business is 1824 Woodmoor Drive, Suite 101, Monument, CO, 80132.

ARTICLE 2
REGISTERED AGENT AND ADDRESS

The registered agent of the Corporation is Sandra Klein and the address of the registered office is 33703 4 Elk Run, Buena Vista, CO, 81211.

ARTICLE 3
PERIOD OF DURATION

The Corporation shall have perpetual existence.

ARTICLE 4
PURPOSES AND POWERS

4.1. Purposes. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "**Code**"), and more particularly the following purposes, which may not be modified absent the prior written approval of the Member:

(a) to manage and support the educational program of a public contract school, authorized by the Education reEnvisioned Board of Cooperative Education Services ("**BOCES**") in El Paso County, Colorado, and;

(b) to perform all other acts necessary or incidental to these purposes and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry such purpose, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations by virtue of the provisions of the Colorado Revised

Nonprofit Corporation Act, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code and the terms of the Corporation's contract.

4.2. Restrictions On Powers. Notwithstanding any other provision of these Articles of Incorporation, 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 Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. Nor shall the Corporation possess nor exercise any power or authority, whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code. Specifically:

(a) No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Code.

(b) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation to the extent such activities are prohibited by law; nor shall it to any degree, directly or indirectly, participate in political campaigns on behalf of any candidate for public office. Nothing contained, herein, however, shall prevent the corporation from supporting or participating in such activities as are authorized by the Colorado statutes, to assist the School in maintaining its contract and such conduct is not and shall not be deemed an attempt to carry on propaganda or to influence legislation.

(d) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, Colorado, or any other jurisdiction where its activities are carried on, respecting discrimination against any individual on bases including, but not limited to, race, national origin, veteran's status, religion, sex, age, marital status, or disability.

(e) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that would cause the Corporation to lose federal income tax exemption.

(f) No part of the income or principal of the corporation shall inure to the benefit of or be distributed to any director, or officer of the corporation or any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. No compensation shall be paid to the Directors or officers of the Corporation, as such, for serving as a Director or officer. Any "conflicting interest transaction," as that term is defined in COLO. REV. STAT. § 7-128-501 (1998), or any successor statute, shall be carried out in the manner prescribed by that section, provided that additional provisions regarding such transactions may be defined in the bylaws.

(g) No loans may be made by the corporation to directors or officers. Any director or officer who assents to or participates in making any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

(h) The board shall not approve a transaction involving a disqualified person unless it has determined and documented, to its satisfaction, that the consideration provided to the Corporation is equal to or exceeds the benefit to such person.

ARTICLE 5
MEMBERS

The corporation shall have no voting members, nor membership rights as defined in the Colorado Revised Nonprofit Corporations Act, but the participation of interested persons in the corporation's affairs may be provided for in the bylaws.

ARTICLE 6
BOARD OF DIRECTORS

The management of the affairs of the Corporation shall be vested in a board of directors, except as otherwise provided in the Act, these Articles or the bylaws of the Corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the Corporation.

ARTICLE 7
AMENDMENTS

These articles may be amended as provided in the bylaws.

ARTICLE 8
BYLAWS

The bylaws of the Corporation shall be adopted by the Corporation's board of directors. Such bylaws may contain any provisions for the regulation or management of the affairs of the Corporation, which are not inconsistent with law or these Articles, and may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any director or officer of the Corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE 9
DISSOLUTION

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 Internal Revenue Code, or the corresponding section of any future statute, to the federal government, or to a state or local government, or another entity organized and operated exclusively for charitable or educational purposes and qualified for tax exemption from Federal income tax under Section 501(c) (3) of the Internal Revenue Code.

Specifically, assets not required to discharge liabilities or transfer to a donor or grantor shall be transferred to the BOCES. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation in then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE 10
LIMITATION OF LIABILITY OF DIRECTORS FOR BREACH OF FIDUCIARY DUTIES

10.1. No director of the Corporation shall have liability to the Corporation for breach of fiduciary duties as a director of the Corporation. The forgoing limitation shall not eliminate a director's liability for:

(a) breach of the duty of loyalty to the Corporation;

(b) any acts or omissions of the director not taken in good faith;

(c) any acts or omissions of the director involving intentional misconduct or a knowing violation of the law;

(d) any liability for unlawful distributions under C.R.S. §7-128-403;

(e) any liability related to loans made by the Corporation to its directors or officers under C.R.S. § 7-128-501(2);

(f) any other transaction from which the director derived an improper personal benefit; or

(g) any other act for which indemnification of directors is prohibited under the provisions of the Colorado Revised Nonprofit Corporation Act.

10.2. Should any person or body regulated by these articles of incorporation, the bylaws or Board-adopted policies, including the Board, develop in good faith a custom or practice inconsistent in any particular with the articles, bylaws or policies, such inconsistency shall not, in and of itself, invalidate any action otherwise properly taken. Upon notice of such inconsistency, the Board shall promptly rectify the situation by either amending the articles, bylaws or policy to conform to such practice, or by discontinuing the inconsistent custom or practice.

ARTICLE 11
INDEMNIFICATION

11.1. No Limitation on Indemnification. Nothing in these Articles shall be construed to limit or restrict the ability of the Corporation:

(a) to indemnify its officers, directors, employees, fiduciaries or agents against liabilities asserted against or incurred by such officers, directors, employees, fiduciaries or agents for actions taken by (or omissions of) such persons in such capacities.

(b) to advance the counsel fees of its officers, directors, employees, fiduciaries or agents incurred in defending liabilities asserted against or incurred by such officers, directors, employees, fiduciaries or agents for actions taken by (or omissions of) such persons in such capacities.

11.2. Procedures for Indemnification. Procedures for indemnification shall be as set forth in the bylaws of the Corporation.

ARTICLE 12
INCORPORATOR

The incorporator of this corporation is Karin McWhorter. The name and mailing address of the individual who causes this document to be delivered for filing and to whom the Secretary of State may deliver notice if filing of this document is refused is:

Karin L. McWhorter
Ascend College Prep
19175 Lochmere Court
Monument, CO 80132
720.459.2594