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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

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ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

COVER SHEET

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT
**** ORDER COPIES USING A RECORDS REQUEST FORM ****

WHAT ARE YOU FILING?

New Entity Change to existing entity Re-submission of rejected filing

ENTITY NAME - give the exact name of the corporation as currently shown in A.C.C. records:

Leadership Society of Arizona

EXPEDITED PROCESSING?

YES - add \$35 to the filing fee NO - pay only the filing fee

Document filing fees are listed on the bottom of each form or on the fee schedule on our website, <http://ecorp.azcc.gov>, under the FAQs.

PAYMENT:

MOD Account #: _____ Amount to deduct: _____

Cash - do not mail cash. Cash may be used only for in-person submittals.

Checks or money orders - must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. **UNACCEPTABLE CHECKS** include: no imprinted or preprinted name and address of the account holder; no imprinted or preprinted check number; handwritten or stamped names, addresses, or check numbers; temporary checks (new accounts).

Credit cards - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa, MasterCard, and American Express.

REQUIRED - RETURN DELIVERY OPTION (PLEASE PRINT CLEARLY and select only ONE):

<input checked="" type="checkbox"/> Email	Email address: jacob.k@leadaz.org		
<input type="checkbox"/> Pick up	Name:	Phone:	
<input type="checkbox"/> Mail	Name:		
	Address:		
	City:	State:	Zip:
	Phone:		

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK)

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK-UP BY: _____ DATE: _____

View current processing times at: www.azcc.gov/Divisions/Corporations/document-processing-times.pdf

COMMISSIONERS
DOUG LITTLE – Chairman
BOB STUMP
BOB BURNS
TOM FORESE
ANDY TOBIN



JODI JERICH
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

ARIZONA CORPORATION COMMISSION

September 29, 2016

JACOB SHIZUO KASHIWAGI
2429 E HERMOSA VISTA DR
MESA, AZ 85213

RE: LEADERSHIP SOCIETY OF ARIZONA
File Number: 21039591

We are pleased to notify you that the Amendment to Articles of Incorporation for the above-referenced corporation HAS BEEN APPROVED.

You must publish a copy of the Amendment. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of newspapers is available on the Commission website, <http://www.azcc.gov/Divisions/Corporations/Newspaper-list-for-publishing.pdf>.

Publication must be completed WITHIN 60 DAYS after September 29, 2016, which is the date the document was approved for filing by the Commission. The corporation may be subject to administrative dissolution if it fails to publish. You will receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

TO SUBSCRIBE TO THE ANNUAL REPORT EMAIL REMINDER SERVICE, GO ONLINE TO <http://ecorp.azcc.gov>. USE THE SERVICE FEATURE AND SELECT "SUBSCRIBE TO EMAIL REMINDER TO FILE ANNUAL REPORT." YOU CAN ALSO SUBSCRIBE USING THE SEARCH FEATURE TO FIND YOUR CORPORATION'S RECORD, THEN CLICK ON THE BUTTON FOR "ANNUAL REPORT EMAIL REMINDERS." IF YOU CHOOSE NOT TO SUBSCRIBE, YOU WILL NOT RECEIVE ANY REMINDER AT ALL FROM THE COMMISSION.

We strongly recommend that you periodically monitor your corporation's record with the Commission, which can be viewed at <http://ecorp.azcc.gov>. If you have questions or need further information, please contact us at (602) 542-3026 in Phoenix, or Toll Free (Arizona residents only) at 1-800-345-5819.

CF:11
REV. 01/2009

SEP 28 2016

FILE NO. 21039591

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**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Read the Instructions C013i

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
Leadership Society of Arizona

2. **A.C.C. FILE NUMBER:** 21039591

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **DATE OF ADOPTION** - date on which the restated Articles were adopted: 9/28/16

4. **APPROVAL OF RESTATED ARTICLES** – check 4.1 or 4.2 (not both) and follow instructions:

4.1 The restated Articles were approved by the **board of directors without member or third person action**, and the approval of members or any other persons was not required – go to number 6.

4.2 The restated Articles contain one or more **amendments that required approval by members and/or other persons** – continue with number 5.

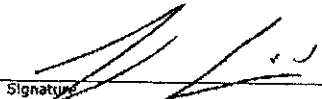
5. **APPROVAL OF AMENDMENTS** – if 4.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:

Approved by members.

Approved by other person(s) as required by the Articles of Incorporation.

6. **The Restated Articles or Amended and Restated Articles must be attached to this Certificate.**

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.


Signature

I ACCEPT

Jacob Sihzuo Kashiwagi

Printed Name

9/28/2016

Date (mm/dd/yyyy)

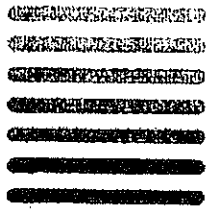
REQUIRED – check only one:

<input checked="" type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: \$25.00 (regular processing) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.



LEADERSHIP SOCIETY
OF ARIZONA

Amended and Restated Articles of
Incorporation

Article I
Name

1.1 Name

The name of this non-profit corporation, based in Arizona, shall be Leadership Society of Arizona (abbreviated as LSA). The business of the corporation shall be conducted as Leadership Society of Arizona.

Article II
Duration

2.1 Duration

The period of duration of the corporation is perpetual.

Article III
Purpose

3.1 Purpose

Leadership Society of Arizona is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Leadership Society of Arizona (LSA), a professional leadership organization, is built on the objective of preparing future professional leaders by teaching young students, families, adults, and veterans the practical value of using logic and increasing personal accountability. LSA uses observable laws of nature and simple logic to create a structure that enables students to know very little technical information, but allows them to quickly break down issues and understand what causes them. This structure is used to augment the current education system by providing students a methodology that can be used to help simplify their educational experience, and learn new concepts up to five times as fast, solely by using logic and the expertise of others.

3.2 Mission Statement

Our mission is to make learning quicker, easier, and less stressful by teaching people how to simplify their lives using logic and common sense.

Article IV
Non-Profit Nature

4.1 Non-Profit Nature

Leadership Society of Arizona is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Leadership Society of Arizona 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 purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Leadership Society of Arizona is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Leadership Society of Arizona of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.3 Dissolution

Upon termination or dissolution of Leadership Society of Arizona, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Sections 501(c)(3), 170(c)(2), 2055(a)(2), and 2522(a)(2) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Leadership Society of Arizona hereunder shall be selected at the discretion of a majority of the Board of Directors of Leadership Society of Arizona, and if the Board of Directors cannot so agree, the tie breaking vote shall go to the serving Chairman of the Board of Leadership Society of Arizona. In the event that voting members of Leadership Society of Arizona at the time of dissolution find that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Leadership Society of Arizona, then the voting body shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Arizona to be added to the general fund.

4.4 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 Article III, Section 3.1.

4.5 Restricted Activities

No part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.6 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V Board of Directors

5.1 Governance

Leadership Society of Arizona shall be governed by its board of directors which shall be held to the standards and guidelines outlined in Leadership Society of Arizona's Bylaws.

5.2 Current Board of Directors

The current board of directors for Leadership Society of Arizona shall be:

Chairman of the Board: Jacob Kashiwagi

2429 E Hermosa Vista Dr.
Mesa, AZ 85213

Director: Alfredo Rivera

799 E Mesquite Circle
Unit Q218
Tempe, AZ 85281

Director: Jake Gunnoe

1743 S. Standage Dr.
Mesa, AZ 85202

Director: Charles Zulanas

117 W Condorda Dr.
Unit 101
Tempe, AZ 85282

Director: John McCulloch

15622 E Sundown Dr.
Fountain Hills, AZ 85268

5.3 Director Liability

In accordance with the Arizona Nonprofit Corporation Act and any future amended to said act, no director of Leadership Society of Arizona shall be liable to Leadership Society of Arizona for monetary damages for any action take or any failure to take action as a director. No amendment or future policies shall affect this clause.

Article VI Amendments

6.1 Policy

Any amendment to the Articles of Incorporation or Bylaws may be adopted by the approval of majority vote of the board of directors.

Article VII Conflicts of Interest

7.1 Conflicts of Interest Statement

It is the policy of Leadership Society of Arizona to require any involved individuals or organizations to report any and all potential conflicts of interest to the board of directors before decisions on such matters are made. It is the responsibility of the board of directors to determine whether or not a conflict of interest exists by the methods outlined in Leadership Society of Arizona's Conflicts of Interest Policy. Additional guidelines regarding conflicts of interest may be found in Leadership Society of Arizona's *Conflicts of Interest Policy*.

Article VIII Contact Information

8.1 Corporate Address

The physical address for the corporation is:

2429 E. Hermosa Vista Dr.
Mesa, Arizona 85213

8.2 Mailing Address

The mail address for the corporation is:

Leadership Society of Arizona
2429 E. Hermosa Vista Dr.
Mesa, Arizona 85213

8.3 Website

The website for the corporation is www.leadershipsocietyofarizona.com.

Article IX
Appointment of Statutory Agent

9.1 Statutory Agent

The registered agent of the corporation shall be:

Jacob Shizuo Kashiwagi
2429 E. Hermosa Vista Dr.
Mesa, Arizona 85213

Certificate of Amendment and Restating of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Amended and Restated Articles of Incorporation of Leadership Society of Arizona were approved by the Leadership Society of Arizona's board of directors on Wednesday, September 28, 2016 and constitute a complete copy of the Amended and Restated Articles of Incorporation of the Leadership Society of Arizona.

Title: Chairman Name (Printed): Jacob Kashiwagi
Signature: [Signature] Date: 9/28/2016

Title: Director Name (Printed): Alfredo O Rivera
Signature: [Signature] Date: 28 Sep 2016

Title: Director Name (Printed): Jake Gunnoe
Signature: [Signature] Date: 9/28/16

Title: Director Name (Printed): Charles Zulana S
Signature: [Signature] Date: 9/28/16

Title: Director Name (Printed): John McCulloch
Signature: [Signature] Date: 9/28/16

Acknowledgment of Consent to Appointment as Statutory Agent

I, Jacob Shizuo Kashiwagi, agree to be the statutory agent for Leadership Society of Arizona as appointed herein.

Title: Statutory Agent Name (Printed): Jacob Kashiwagi
Signature: [Signature] Date: 9/28/2016