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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

APR 11 2006

**ARTICLES OF INCORPORATION
OF
FRIENDS OF CLARKSBURG SCHOOLS**

I.

The name of the corporation is **FRIENDS OF CLARKSBURG SCHOOLS**

II.

- A. This corporation is a nonprofit **PUBLIC BENEFIT CORPORATION** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and educational purposes.
- B. The specific purpose of this corporation is to manage, operate, guide, direct and promote charter schools serving the students of Clarksburg, California and neighboring communities, and other educational activities as the Board of Directors may define.

III.

The name and address of the corporation's initial agent for service of process is:

Nitasha K. Sawhney, Esq.
Burke, Williams and Sorensen, LLP
444 S. Flower Street, Suite 2400
Los Angeles, California 90071

IV.

- A. This corporation is organized and operated exclusively for public and charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3).
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these Articles, 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 Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law) or (b) by a corporation contributions to which are

deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

V.

The property of this corporation is irrevocably dedicated to public, charitable and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private individual. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for public, charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Dated: April 20, 2006


Elizabeth Yelland, Incorporator