



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of this office.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 8 2009



Debra Bowen

DEBRA BOWEN
Secretary of State

DEC 03 2009

**ARTICLES OF INCORPORATION
OF
College Preparatory Middle School**

I

The name of the corporation is College Preparatory Middle School.

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 California Nonprofit Public Benefit Corporation Law for public and charitable purposes.

B. The specific purposes of this corporation are:

- i. To oversee, manage, operate, advise, guide, direct, promote, support and hold charters or contracts for one or more public schools in the State of California;
- ii. To exercise all rights and powers conferred by the laws of the State of California upon nonprofit corporations, including, but without limitation thereon, to raise funds, to receive gifts, devises, bequests and contributions, in any form, and to use, apply, invest, and reinvest the principal and/or income there from or distribute the same for the above purposes; and
- iii. To engage in any other activity that is incidental to, connected with or in advancement of the foregoing purposes and that is within the definition of charitable and educational for purposes of Section 501(c)(3) of the Code, provided, the powers of the corporation shall never be inconsistent with the purposes of the corporation stated above or the Constitution of the United States or the State of California.

III

The name and address in the State of California of this corporation's initial agent for service of process is Christina M. Callaway

IV

A. This corporation is organized and operated exclusively for public and charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code as of 1986, as amended.

B. 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.

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 Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any United States Internal Revenue Law).

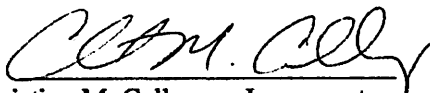
V

A. The property of this corporation is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of it shall ever inure to the benefit of any director, officer, or member hereof, or to the benefit of any private person.

B. Upon dissolution and winding up of the nonprofit corporation, its assets shall be distributed to a California Public entity engaged in education and/or to a nonprofit fund, foundation, or corporation that is organized and operated for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of Internal Revenue Code 1986, as amended.

VI

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the board of trustees.


Christina M. Callaway, Incorporator

Dated November 16, 2009

