

ARTICLES OF INCORPORATION

OF

Scholarship Prep

FILED *gn*
Secretary of State
State of California

APR 29 2015 *1:20*

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I.

The name of this corporation is Scholarship Prep

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 charitable purposes.

B. The specific purpose of this corporation is to oversee, manage, operate, advise, guide, direct, promote, support, and hold charters or contracts for one or more public charter schools. Additionally, the corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable and public purposes, or in any other charitable activities.

III.

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

LegalZoom.com, Inc.

IV.

The initial street address of this corporation is 12262 Kayak St., Mira Loma, California 91752-3443.

V.

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

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 of distribution of statements) on behalf of any candidate for public office.

VI.

The property of this corporation is irrevocably dedicated to charitable 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 person. 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 religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: 4/27/2015

LegalZoom.com, Inc., Incorporator



By: Cheyenne Moseley, Assistant Secretary

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FILED *GW*
Secretary of State
State of California
DEC 18 2015
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CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

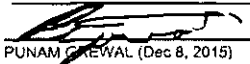
The undersigned certify that:


- 1. They are the President and Secretary of Scholarship Prep, a California non-profit public benefit corporation.
- 2. Article VI of the Articles of Incorporation of this corporation is amended to read as follows:

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or association which is organized and operated exclusively for educational, public or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the 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. 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 is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

- 3. The foregoing amendment of the Articles of Incorporation has been duly approved by the corporation's board of directors.
- 4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: Dec 8, 2015
 Name: PUNAM GREWAL
 Signature: 
PUNAM GREWAL (Dec 8, 2015)
 Title: President

DATE: Dec 8, 2015
 Name: Jose Tolentino
 Signature: 
Jose Tolentino (Dec 8, 2015)
 Title: Secretary