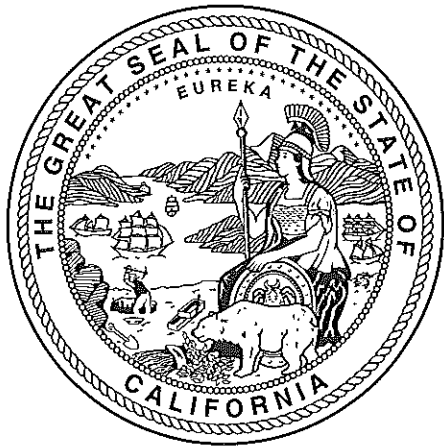


State of California  
Secretary of State



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

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



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

JUL 17 2009

*Debra Bowen*

DEBRA BOWEN  
Secretary of State

JUL 08 2009

**ARTICLES OF INCORPORATION OF  
THE FOUNDATION @ FCOE****ARTICLE I.**

The name of this corporation is THE FOUNDATION @ FCOE, INC.

**ARTICLE II.**

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 charitable purposes.

The charitable purposes of THE FOUNDATION @ FCOE, INC., hereinafter called the "Corporation", are more specifically set forth in subparagraphs (a) and (b) of this Article II as follows:

- (a) The specific activity in which this Corporation is primarily to engage is to promote and assist the educational programs and services of the Fresno County Superintendent of Schools, aka the Fresno County Office of Education, and to apply the funds and properties coming into its hands toward furthering the educational programs and services carried on or approved by the Fresno County Superintendent of Schools. This Corporation shall not carry on any activities not approved by the Fresno County Superintendent of Schools.
- (b) To operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and the California Revenue and Taxation Code, Section 23701(d) (or the corresponding provision of any future California Revenue Law).

Provided, further, that in all events and under all circumstances, notwithstanding any other provision of these articles:

1. This Corporation shall not engage in any activities or exercise any powers 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 future United States Internal Revenue Law) or (b) to operate exclusively for charitable and educational purposes 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).
2. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that this 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 II hereof.

3. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.
4. This Corporation shall not make personal loans of a non-scholarship nature.
5. Corporate property is irrevocably dedicated to the charitable and education purposes set forth in this Article II herein and none shall inure to the benefit of any of its directors, officers, or private persons.

### **ARTICLE III.**

The principal office for transaction of the business of this Corporation is to be located in the County of Fresno in the State of California, at 1111 Van Ness Avenue, Fresno, California 93721.

### **ARTICLE IV.**

The name of the Corporation's initial agent for service of process is Dr. Michele Cantwell-Copher, 1111 Van Ness Avenue, Fresno, California, 93721.

### **ARTICLE V.**

The Directors and Officers of this Corporation shall be drawn from the administration and staff of the Fresno County Superintendent of Schools, the Fresno County Board of Education, and residents of Fresno County. This Corporation shall have no members, however, the persons constituting its Board of Directors, may, for the purpose of any statutory provision or rule of law relating to nonprofit corporations or otherwise, be deemed to be the members of such Corporation and exercise all the rights and powers of members thereof. If a Director's employment status with the Fresno County Superintendent of Schools ends, the Director shall cease to be a member of the Board of Directors of this Corporation. The Fresno County Superintendent of Schools or a designated representative shall be a member of the Board of Directors of this Corporation in order to insure that this Corporation operates in conformity with the laws of the State of California and the charitable and educational purposes of this Corporation. This Article is not subject to amendment, change, or alteration in any of its clauses or provisions by the Bylaws of the Corporation.

**ARTICLE VI.**

The number of Directors of this Corporation shall consist of not less than three (3) persons, nor more than thirty (30) persons.

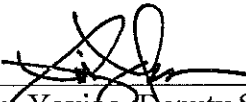
**ARTICLE VII.**


These Articles of Incorporation shall only be amended with the consent of two-thirds of the total number of the then current Board of Directors.

**ARTICLE VIII.**

Upon the liquidation, abandonment, or dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the net assets shall be distributed to the General Fund of the Fresno County Superintendent of Schools, aka the Fresno County Office of Education. If upon dissolution, this Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the Fresno County in which this Corporation's principal office is located upon petition therefore by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any director or officer of this Corporation.

Dated: July 6, 2009

  
\_\_\_\_\_  
Jim Yovino, Deputy Superintendent  
Fresno County Superintendent of Schools  
Incorporator

  
\_\_\_\_\_  
Dr. Michele Cantwell-Copher  
Incorporator

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