

2595016
**CERTIFICATE OF AMENDMENT
 OF
 ARTICLES OF INCORPORATION**

FILED
 in the office of the Secretary of State
 of the State of California

JUL 14 2008

ALPAUGH ACADEMIES

The undersigned hereby certifies that:

1. They are the president and secretary, respectively, of Alpaugh Academies, a California nonprofit public benefit corporation.

2. Article II, Paragraph B, subparagraph (1) of the Articles of Incorporation of this corporation is amended to read as follows:

(1) to operate, support, benefit, and promote one or more California public charter schools ("Alpaugh Public Charter Schools").

3. Article II, Paragraph B, subparagraph (2) of the Articles of Incorporation of this corporation is amended to read as follows:

(2) to manage, enhance, improve, disseminate, administer, guide and direct the Alpaugh Academies Model and its use by the Alpaugh Public Charter Schools;

4. Article II, Paragraph B, subparagraph (3) of the Articles of Incorporation of this corporation is amended to read as follows:


(3) to establish, manage, administer, guide and direct Alpaugh Public Charter Schools that provide education based on the Alpaugh Academies Model;

5. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors

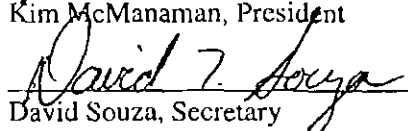
6. The corporation has no members.

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.

June 17, 2008



 Kim McManaman, President



 David Souza, Secretary