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

APR 28 2006

**ARTICLES OF INCORPORATION
OF
ALPAUGH ACADEMIES
A California Nonprofit Public Benefit Corporation**

I. CORPORATE NAME

The name of this corporation is Alpaugh Academies.

II. CORPORATE PURPOSES

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 purposes of this corporation are:

(1) to support and benefit, and carry out the purposes of (a) a California public charter school known as Alpaugh Academy Charter School, and (b) other public charter schools controlled by or in connection with the Alpaugh Academy Charter School ("Related Public Charter Schools") as may be established to provide public education based on the educational and teaching concepts, methods, models, techniques, systems and materials of Alpaugh Academy Charter School (collectively, the "Alpaugh Academies Model");

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

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

(4) to perform and undertake any and all activities and functions, including soliciting contributions of money and property from the general public, as may be proper in connection with this corporation's general and specific purposes.

III. INITIAL AGENT FOR SERVICE OF PROCESS

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

Gregory V. Moser, Esq.
Foley & Lardner LLP
402 West Broadway 23rd Floor
San Diego, CA 92101

IV. LIMITATION ON CORPORATE ACTIVITIES

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

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

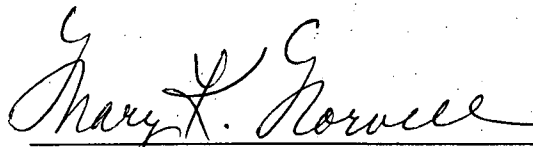
C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law); or (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

V. DEDICATION AND DISSOLUTION

A. The property of this corporation is irrevocably dedicated to public and 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 hereof or to the benefit of any private person.

B. Upon dissolution or winding up of this corporation, after paying or adequately providing for the corporation's debts and obligations, its remaining assets shall be distributed to a California public entity engaged in education and/or a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and under Section 23701d of the California Revenue and Taxation Code.

Dated: April 27, 2006



Mary K. Norvell, Incorporator