

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DA VINCI SCHOOLS**

The undersigned hereby certify that:

1. They are the president and the secretary, respectively, of Da Vinci Schools, a California nonprofit public benefit corporation.
2. The articles of incorporation of the corporation are amended and restated to read as follows:

**I.  
NAME**

The name of this corporation is Da Vinci Schools.

**II.  
PURPOSE**

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 charitable purposes.

B. The specific purposes of this corporation are to operate, oversee, manage, advise, guide, direct, promote, support and hold charters or contracts for one or more public charter schools, and other schools and educational and community service and support activities as may be approved by the corporation's board of directors from time to time.

**III.  
TAX-EXEMPT STATUS**

A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code § 501(c)(3), 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 (a) a corporation exempt from federal income tax under Internal Revenue Code § 501(c)(3), as amended; or (b) a corporation contributions to which are deductible under Internal Revenue Code § 170(c)(2), as amended.

**IV.  
IRREVOCABLE DEDICATION OF PROPERTY**

A. The property of this corporation is irrevocably dedicated to charitable and educational 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.

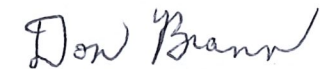
B. On the winding up and dissolution of the corporation, and after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed to another public school, a California nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established tax-exempt status under Internal Revenue Code § 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law, and which maintains or participates in, or is eligible to maintain or participate in, a governmental plan under Internal Revenue Code § 414(d), or another entity that maintains or participates in, or is eligible to maintain or participate in, a governmental plan under Internal Revenue Code § 414(d).

3. The foregoing amended and restated articles of incorporation have been duly approved by the corporation's board of directors.

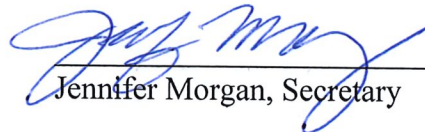
4. The corporation has no members.

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 their own knowledge.

Dated: April 5, 2019



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Donald Brann, President



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Jennifer Morgan, Secretary