

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

ARTICLE I

SEP 03 2008

Name

The name of this Corporation is San Leandro Education Foundation (the Corporation).

ARTICLE II

Organization

The 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.

ARTICLE III

Purposes and Powers

The purposes for which this corporation is formed are as follows:

- (a) The general purpose and powers of the Corporation are as follows:
 - (1) The Corporation is formed exclusively for charitable, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). All references to the Code contained herein are deemed to include corresponding provisions of any United States internal revenue law or regulation.
 - (2) In furtherance of the purpose set forth in this Article III, the Corporation may exercise all the rights and powers conferred on nonprofit public benefit corporations under the laws of the State of California.
 - (3) Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code, so as to disqualify the Corporation as a corporation contributions to which are deductible under Section 170(c)(2) of the Code, and/or so as to disqualify the Corporation for exemption from California income tax under Section 23701 if the California Revenue and Taxation Code, as amended, by reason of being an organization described in Section 23701d of said Revenue and Taxation Code.
- (b) The primary goals and specific objectives and purposes of the Corporation include, without being limited to, soliciting, managing, and disbursing voluntary contributions to

provide general financial support for the public schools of San Leandro, California, in order to provide and maintain consistently high quality educational opportunities for the children of the community served by such schools.

ARTICLE IV

Initial Agent for Service Process

The name and address in the State of California of the Corporation's initial agent for service of process is Jill Raimondi, 1010 Glen Dr, San Leandro CA 94577.

ARTICLE V

Members

The authorized number, if any, and qualifications of members of the Corporation, the different classes of membership, the property, voting, and other rights and privileges of members, their liability for dues, assessments, and sanctions, the termination or transfer of membership, and such other provisions relating to members as may be adopted, shall be stated in the By-Laws.

ARTICLE VI

Dedication and Dissolution

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III thereof.
- (b) No part of the net earnings or of the property or assets of the Corporation shall be used other than for the purposes of the Corporation as set forth in Article III thereof.
- (c) No substantial part of the activities of the Corporation shall consist, except as otherwise provided in Section 501(h) of the Code, or carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including, without limitation, the publishing or distribution of statements or otherwise), an political campaign on behalf of or in opposition to any candidate for public office.
- (d) In the event of liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of the Corporation to one or more Qualifying Organizations, as defined below in Article VI, as the Board of Directors.

shall determine. For purposes of this Article VI, "Qualifying Organization" shall mean a corporation or other organization organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt from income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code, or corporation or other organization, contributions to which are deductible under Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation.

Jill Raimondi 8/29/08

Jill Raimondi, Incorporator

Deborah Cox 8/29/08

Deborah Cox, Incorporator

Emily Kaplan 8/29/08

Emily Kaplan, Incorporator

We hereby declare that we are the people who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Jill Raimondi 8/29/08

Jill Raimondi

Deborah Cox 8/29/08

Deborah Cox

Emily Kaplan 8/29/08

Emily Kaplan

