

ENDORSER - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
MAY 13 2003

**ARTICLES OF INCORPORATION OF
NEW WEST CHARTER MIDDLE SCHOOL
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

WILL JONES, SECRETARY OF STATE

I.

NAME

The name of the corporation is New West Charter Middle School, Inc.

II.

PURPOSE

This corporation is a nonprofit 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 purposes. The specific purpose of the corporation include: (1) to manage, operate, guide, direct and promote the New West Charter Middle School, a California public school; (2) to perform and undertake any and all activities and functions, including soliciting contributions of money and property from the general public. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and 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 section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

III.

AGENT FOR SERVICE OF PROCESS

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

Deborah Sirias Goodman
c/o Heenan Blaikie
9401 Wilshire Boulevard., Suite 1100
Beverly Hills, CA 90212

IV.

TAX-EXEMPT STATUS

a. 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 Internal Revenue Code section 501(h); this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

b. All corporate property is irrevocably dedicated to the purposes set forth in Article 2. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

c. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a California public entity engaged in education and/or for a non-profit fund, foundation or corporation that is organized and operated for public purposes and that which organization (or organizations) organized and operated exclusively for charitable and educational purposes, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law).

Dated: May 16th, 2000

Deborah Sirias Goodman
DEBORAH SIRIAS GOODMAN
INCORPORATOR