

ARTICLES OF INCORPORATION

OF

**Friends of LACOE: A Foundation for Learning**

ARTICLE I

Name

The name of this corporation is Friends of LACOE: A Foundation for Learning.

ARTICLE II

Corporate Status

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.

ARTICLE III

Purposes

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the “Code”), or corresponding section of any future federal tax code. This corporation is organized, and at all times hereafter, will be operated, exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the Los Angeles County Office of Education. The charitable purposes for which this corporation is organized are to further the educational purposes of the Los Angeles County Office of Education.

ARTICLE IV

Exempt Status and Limitations on Activities

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 in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles of incorporation, this Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from

federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V

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

Courtney Brady, Deputy General Counsel  
Los Angeles County Office of Education  
9300 Imperial Highway  
Downey, CA 90242

ARTICLE VI

Initial Street and Mailing Address

The initial street and mailing address of this Corporation is 9300 Imperial Highway, Room 106, Downey, CA 90242.

ARTICLE VII

Directors

The number of Directors, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

ARTICLE VIII

Members

This corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations or otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

ARTICLE IX

Voting

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

ARTICLE X

Irrevocable Dedication and Dissolution

The property of this Corporation is irrevocably dedicated to the charitable purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private person, except that this Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to the Los Angeles County Office of Education.

ARTICLE XI

Amendment

The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the total voting membership of the Board of Directors.

Initial Filing: July 15, 2015

Certification of Amendment Filed: October 26, 2015