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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOUNDATION FOR OPTIONS IN EDUCATION**

The undersigned hereby certify that:

1. They are the President and Secretary, respectively, of The Napa Foundation for Options in Education, a California nonprofit public benefit corporation, with California Entity Number C1892284.
2. The Articles of Incorporation of the corporation are amended and restated to read as follows:

ARTICLE I

The name of the corporation is The Napa Foundation for Options in Education.

ARTICLE II

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. The specific purposes for which this corporation is organized are to manage, operate, guide, direct and promote one or more California public charter schools, and other charitable and educational activities as may be approved by the corporation's board of directors from time to time.

ARTICLE III

- A. 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.
- 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 Section 501(c)(3) of the Internal Revenue Code, as amended; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.

ARTICLE IV

- A. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable and educational purposes within the meaning of Section 501(c)(3)

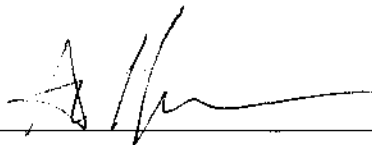
of the Internal Revenue Code of 1986 (or the corresponding provisions 2 of any future United States Internal Revenue Law) and meeting the requirements of Section 214 of the California Revenue and Taxation Code, and no part of the property, assets, profits or net income of this corporation shall ever inure to, or for the benefit of, or be distributed to, any director, officer or other private person.

B. Upon the winding-up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to another public school, or a California nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, and which maintains or participates in, or is eligible to maintain or participate in, a governmental plan under Section 414(d) of the Internal Revenue Code.


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.

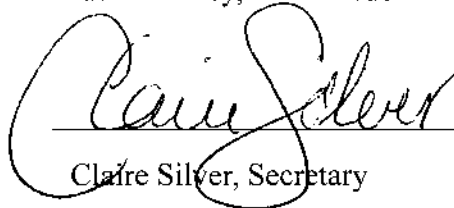
Dated:

 3/19/23

Jolene Yee, Co-President

 3/19/23

Lauren Daley, Co-President

 03/19/23

Claire Silver, Secretary