

AUDEO CHARTER SCHOOL

RESOLUTION APPROVING RESTATED ARTICLES OF INCORPORATION

WHEREAS, Audeo Charter School ("Audeo") is a California nonprofit public benefit corporation operating California public charter schools, as authorized by California Education Code section 47604; and

WHEREAS, Audeo seeks to change its corporate name to Altus Schools Southern California and change the names of the charter schools operated by the Corporation; and

WHEREAS, Restated Articles of Incorporation were drafted changing the corporate name to Altus Schools Southern California and eliminating reference to Audeo Charter School in anticipation of changing the charter school's name.

THEREFORE, IT IS RESOLVED that Board of Directors approves of the Restated Articles of Incorporation (attached hereto as Exhibit "A")


PASSED AND ADOPTED by the Board of Directors at a regular meeting held on April 27, 2023, by the following vote:

Ayes: Members Gordon, Herr, Myers, Stevens

Nos: ---

Abstentions: ---

Absent: Member Barreiro



Wayland Myers, Chair of the Board

5/1/23

Date

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CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of Audeo Charter School, a California nonprofit public benefit corporation; that this resolution is true and correct as written and was duly adopted by the Board at a regular meeting held on April 27, 2023.



Lynne Herrero Alipio, Secretary

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the Chair of the Board and the Secretary, respectively, of Audeo Charter School, a California nonprofit public benefit corporation, with California Entity Number 2267362 (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read in full as follows:

ARTICLE I

The name of the Corporation is Altus Schools Southern California.

ARTICLE II

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 public and charitable purposes. The specific purposes of this Corporation are:

- (1) to manage, operate, guide, direct and promote one or more California public charter schools ("Related Public Charter Schools") as may be established to provide public education based on the Altus Model;
- (2) to manage, enhance, improve, disseminate, administer, guide and direct the Altus Model and its use by Related Public Charter Schools;
- (3) to establish, manage, administer, guide, and direct such other educational programs including without limitation, preschools, elementary, middle schools, secondary, alternative schools or community programs;
- (4) to perform and undertake any and all activities and functions, including soliciting contributions of money and property from the general public, as may be proper in connection with this Corporation's general and specific purposes.

The Corporation is organized and operated exclusively for educational and charitable purposes pursuant to and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation. 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, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III

All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its directors, members, trustees, 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 purposes set forth in Article II.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Subject to the provisions of the Nonprofit Public Benefit Corporation Law of the State of California, and any limitations in the articles or bylaws relating to action to be approved by the members or by a majority of all members, if any, the activities and affairs of this Corporation shall be conducted and all the powers shall be exercised by or under the direction of the board of directors.

The number of directors shall be as provided for in the bylaws. The bylaws shall prescribe the qualifications, mode of election, and term of office of directors.

ARTICLE IV

The authorized number and qualifications of members of the Corporation, if any, the different classes of membership, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE V


Upon the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, corporation or association which is organized and operated exclusively for educational or charitable purposes meeting the requirements of Revenue and Taxation Code section 214 and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue

Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

3. The foregoing amendment to and restatement of the Articles of Incorporation has been duly approved by the 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 our own knowledge.

Dated: April 27, 2023



Wayland Myers, Chair of the Board



Lynne Herrero Alipio, Secretary

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