

2359904

FILED
in the Office of the Secretary of State
of the State of California

SEP 26 2001

Bill Jones
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
DEHESA CHARTER SCHOOL, INC.

I

The name of this corporation is Dehesa Charter School, Inc.

II

A. 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 public purposes.

B. The specific purpose of this corporation is to manage, operate, guide, direct and promote Dehesa Charter School, a California Charter School.

C. This corporation is organized and operated for public purposes exclusively to manage, operate, guide, direct and promote Dehesa Charter School, and to educate students, within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended from time to time.

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation except as provided in Section 501(h) of the Internal Revenue Code, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office except as otherwise provided in Section 501(h) of the Internal Revenue Code. Notwithstanding 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 Section 501(c)(3) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

III

The name of this corporation's initial agent for service of process is CT Corporation System.

IV

A. The property of this corporation is irrevocably dedicated to the management, operation, guidance, direction and promotion of Dehesa Charter School, and the education of

students, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, trustee, officer or member thereof or to the benefit of any private person.

B. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to Dehesa School District, a governmental entity, provided it is then exempt from federal income tax as a governmental entity, and if it is not then so tax-exempt, then to another nonprofit public benefit corporation which is organized and operated primarily for educational purposes, and which has established tax exempt status under Section 501(c)(3) of the Internal Revenue Code.



Robert Carroll, Incorporator

**STATEMENT BY SOLE INCORPORATOR
OF
DEHESA CHARTER SCHOOL, INC.
A California Nonprofit Public Benefit Corporation**

The undersigned, the sole incorporator named in the Articles of Incorporation of DEHESA CHARTER SCHOOL, INC., states:

1. The Articles were filed in the office of the California Secretary of State on 9-26, 2001.

2. The following actions are taken today for the purpose of organizing the corporation:

(a) Bylaws. Bylaws for the regulation of its affairs in the form accompanying this statement are adopted.

(b) Directors. The following persons are elected directors to hold office until their successors are elected and qualified:

Sherri Morgan

Crystal Heringer

3. Having filed the Articles and elected the directors of DEHESA CHARTER SCHOOL, INC., the undersigned Incorporator hereby resigns as incorporator effective immediately upon execution of this statement.

Dated: 9-26, 2001.



Robert Carroll, Incorporator

MINUTES OF FIRST MEETING

OF

BOARD OF DIRECTORS

OF

DEHESA CHARTER SCHOOL, INC.

a California Nonprofit Public Benefit Corporation

The directors elected by the Incorporator and constituting the Board of Directors of DEHESA CHARTER SCHOOL, INC., (the "Corporation") held their first meeting at _____, on _____, 2001, at _____. There were present at the meeting directors Sherri Morgan and Barbara Rohrer. Also present were Robert L. Carroll and Christopher Geis.

Crystal Heringer provided the Board of Directors with a letter of resignation. The Dehesa School District designated Barbara Rohrer as their designee.

Initial Term

| <u>Name</u> | <u>Term</u> | <u>Entity Designating Director</u> |
|----------------|-------------|---------------------------------------|
| Sherri Morgan | 3 years | Alliance Education Programs |
| Barbara Rohrer | 3 years | Dehesa School District |
| _____ | 1 year | School Advisory Council |
| _____ | 1 year | Program Director (student ex officio) |

It was noted that a vacancy exists in the director position to be designated by the School Advisory Council, and that the two named directors will work with the Program Director and School Advisory Council to facilitate selection.

Election of Officers

The meeting proceeded to the election of the following persons to the offices indicated:

| | |
|-----------|----------------|
| President | Sherri Morgan |
| Secretary | Barbara Rohrer |
| Treasurer | Barbara Rohrer |

Upon motion duly made, seconded and unanimously carried, the above slate of officers was approved.

Articles of Incorporation

The president stated that the original Articles of Incorporation had been filed in the office of the California Secretary of State on September 26, 2001 and the secretary of the Corporation was directed to insert a certified copy of the articles in the minute book of the Corporation.

Statement of Incorporator and Bylaws

The Statement of Incorporator dated September 26, 2001 was read and approved; the bylaws adopted by the Incorporator were approved; and the secretary of the Corporation was directed to execute a certificate of adoption of the Bylaws, to insert it in the minute book of the Corporation, and to see that a copy of the certified Bylaws, as they may be amended from time to time, are kept at the principal executive office of the Corporation.

Agent for Service of Process

The president stated that it is necessary to designate an agent for service of process, whereupon, on motion made and seconded, it was unanimously resolved that the name and address in California of this Corporation's agent for service of process is CT Corporation System.

Reporting Year

The Corporation's reporting year was discussed, following which, on motion made and seconded, it was unanimously resolved that the Corporation adopt a reporting year of July 1st through June 30th.

Principal Executive Office

After discussion regarding the location of the principal executive office of the Corporation, on motion made and seconded, it was unanimously resolved that the principal executive office of the Corporation is hereby designated to be 4612 Dehesa Road, El Cajon, CA 92019-2922.

Statement of Domestic Nonprofit Corporation

The president stated that a statement listing the officers of the Corporation and designating an agent for service of process was required to be filed with the California Secretary of State's Office pursuant to California Corporations Code Section 6210, and that such filing was timely made. Upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the actions of the officers of this Corporation in filing with the Secretary of State of California the statement required by Section 6210 of the California Corporations Code are hereby ratified and confirmed.

Exemptions from State and Federal Taxes

The president noted that the Corporation was formed as a nonprofit public benefit corporation consistent with the Charter School Law. Exemption from federal and state income taxes as a charitable organization is not necessary at this time. It is unlikely that the Corporation will have any net taxable income, or need tax exempt status for deductibility of contributions. Upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, as it is not necessary to seek federal and state tax exempt status at this time, the Board will again consider this matter before the end of 2000.

Employer Identification Number

It was noted that an application for a federal employer identification number has been submitted to the Internal Revenue Service. Upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the actions of the officers of the Corporation in executing and filing Internal Revenue Service Form SS-4, Application for Employer Identification Number and file it with the Internal Revenue Service are hereby ratified and confirmed.

Bank Accounts

The president stated that the Corporation needs to have at least one bank account at this time. Upon motion duly made, seconded and unanimously carried the following resolution was adopted:

RESOLVED, that the board of directors hereby authorizes and directs the president and secretary of this corporation, acting jointly on behalf of the corporation, to open such bank accounts as may be necessary or appropriate for the conduct of this corporation's business, provided that any such bank accounts shall require the signature of at least two officers of this corporation on all checks drawn on such accounts, that all resolutions required by the depository banks with respect to such accounts are hereby

adopted, and that the secretary of this corporation is authorized to certify to any bank the adoption of the resolution in the form used by that bank.

Payment of Incorporation Expenses

To pay the expenses of incorporation and organization, on motion duly made, seconded, and carried, the following resolution was adopted:

RESOLVED, that the proper officers of the Corporation are authorized and directed to pay, on the Corporation's behalf, the expenses of incorporation and organization of the Corporation.

Approval of School Calendar

Upon motion duly made, seconded and unanimously carried, the attached school calendar was adopted.

Board Policies

Upon motion duly made, seconded and unanimously carried, the attached policies were adopted.

There being no further business, the meeting was adjourned.

Barbara Rohrer, Secretary

Notice of the foregoing meeting is waived and the foregoing minutes are approved.

Sherri Morgan, Director

Barbara Rohrer, Director

NOV 20 2003

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

KEVIN SHELLEY
Secretary of State

The undersigned certify that:

1. They are the President and the Secretary, respectively, of Dehesa Charter School, ^{I.A.K.} a California nonprofit public benefit Corporation.

2. Article [2] of the Articles of Incorporation is amended to read:

"The Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for public and charitable purposes. The specific purposes for which this Corporation is organized are to manage, operate, guide, direct, and promote the Dehesa Charter School.

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 this 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."

3. The foregoing amendment of 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.

Date: 11/14/03

[Signature]
President

Date: 11/14/03

[Signature]
Secretary





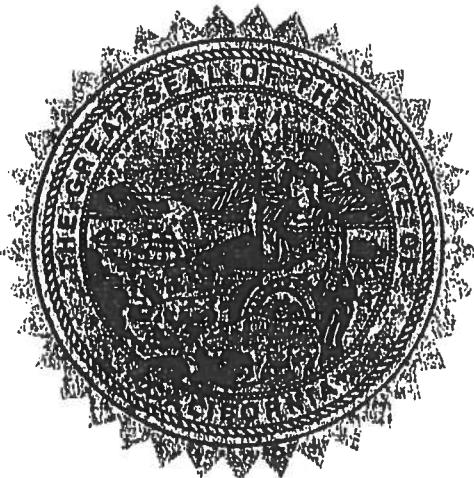
SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 20 2003



Kevin Shelley
Secretary of State

NCTO

2359964

A0745002



Dehesa Charter School
Shaping the Future... One Student at a Time



Certificate of Amendment of the Articles of Incorporation

FILED
Secretary of State
State of California

100 AUG 12 2013

The undersigned certify that:

1. They are the president and the secretary, respectively, of Dehesa Charter School, Inc.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is *Element Education, Inc.*

Article 2 of the Articles of Incorporation of this corporation is amended to read as follows:

The Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation law for public and charitable purposes. The specific purpose of this corporation is to manage, operate, guide, direct, and promote *one or more schools or programs which support pre-Kindergarten to grade 12 students in accordance with the laws of the State of California.*

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 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.

3. The foregoing amendment of 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.

Date: 8/6/13

Barbara Rohrer
Barbara Rohrer, President

Terri Novacek
Terri Novacek, Secretary

Date: _____
DEBRA BOWEN, Secretary of State

11/15/2013
Debra Bowen
Showing the Full and Correct Copy of a True

Certificate of Amendment of the Articles of Incorporation

FILED

State of California
Secretary of State

[Faint, mostly illegible text of the certificate follows]



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 27 2013 *Rpc*

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State