



**State of California**  
**Secretary of State**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of this office.



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

FEB 19 2010

DEBRA BOWEN  
Secretary of State

JAN 29 2010

**ARTICLES OF INCORPORATION**  
**OF**  
**JOHN ADAMS ACADEMIES, INC.**  
(A California Nonprofit Public Benefit Corporation)

**I.**

The name of the Corporation shall be John Adams Academies, Inc.

**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 for which this Corporation is organized are to manage, operate, guide, direct and promote one or more California public charter schools.

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.

**III.**

The name and address in the State of California of this Corporation's initial agent for service of process is:

Paul C. Minney  
701 University Ave., Ste 150  
Sacramento, CA 95825

**IV.**

All corporate property is irrevocably dedicated to the purposes set forth in the second article above. 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 nonprofit public benefit provisions of the Nonprofit 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.

V.

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.

VI.

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, or association which is organized and operated exclusively for educational, public or charitable purposes 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, for a public purpose. 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.

Dated: 1/28/10

Kimberly Rodriguez  
Kimberly Rodriguez, Incorporator



**ACTION BY WRITTEN CONSENT OF  
SOLE INCORPORATOR OF  
JOHN ADAMS ACADEMIES, INC.**

The undersigned, being the sole incorporator of the John Adams Academies, Inc., a California nonprofit public benefit corporation (the "Corporation"), hereby adopts the following resolutions on behalf of the Corporation:

**WHEREAS**, under the California Corporations Code Section 5134, the sole incorporator is authorized to elect the initial directors of the Corporation;

**IT IS RESOLVED THAT** effective as of this date, the following persons be, and they hereby are, appointed as the initial directors of the Corporation to serve until the first annual meeting of the board of directors or until their successors are duly elected and qualified:

**Dean Forman**

**Cindi Sherrod**

**Paul Savage**

**Bryan Favero**

**Norman Gonzales**

**RESOLVED FURTHER**, that the undersigned resigns as incorporator of the Corporation, as of the date hereof.

**RESOLVED FURTHER**, that this Corporation shall indemnify and defend the incorporator from and against any and all loss, cost, damage, expense (including, without limitation, attorneys' fees and expenses) or liability caused by, resulting from or arising out of any action taken or authorized by the incorporator of this Corporation in respect of the organization of this Corporation in what was deemed to be in or not opposed to the best interests of this Corporation.

This Consent shall be filed with the minutes of the proceedings of the Board of Directors in the official records of the Corporation.

**IN WITNESS WHEREOF**, the undersigned has executed this Action by Written Consent as of the 23 day of February, 2010.

  
\_\_\_\_\_  
Kimberly Rodriguez  
Sole Incorporator