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ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

MAY 02 2012

ARTICLES OF INCORPORATION OF  
WINSHIP SCHOOL FOUNDATION

ARTICLE I

The name of the corporation is Winship School Foundation.

ARTICLE 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 and charitable purposes.
- B. The specific purpose of this corporation is to assist and support public education at Winship Elementary School in Meridian, California, and the students enrolled in programs of Winship Elementary School.

ARTICLE III

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

Daniel V. Martinez  
Martinez Hayes Hyatt & Hill LLP  
422 Century Park Drive, Suite A  
Yuba City, CA 95991

ARTICLE IV

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3).
- B. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, 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.

ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. 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 a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE VI

The number of directors of this Corporation shall be fixed by the Bylaws. The persons who are directors of this Corporation, from time to time shall be selected as provided in the Bylaws. There shall be no members of this Corporation.

Dated: May 2, 2012

Katherine Anderson  
Katherine Anderson, Incorporator

*(Faint, mirrored text from the reverse side of the page, including a circular seal and a signature.)*