

CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the President and Secretary, respectively, of Audeo Charter School, California nonprofit public benefit corporation.
2. Article II of the Articles of Incorporation of this Corporation is amended to read as follows:

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 support, benefit, and carry out the purposes of, (a) Audeo Charter School II, a California public charter school and (b) such other public charter schools (“Related Public Charter Schools”) as may be established to provide public education based on the educational and teaching concepts, methods, models, techniques, systems and materials of Audeo Charter School II (collectively 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 Related Public Charter Schools that provide education based on the Altus Model, including Audeo Charter School II;

(4) to establish, manage, administer, guide and direct such other educational programs including without limitation, preschools, elementary, middle schools, secondary, alternative schools or community programs;

(5) 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 corporations 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.

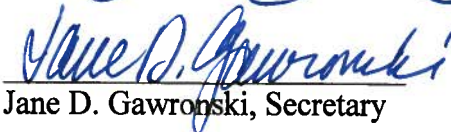
3. The foregoing amendments of Articles of Incorporation have been duly approved by the Board of Directors.
4. The corporation has no members.

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: 8/30/2016

  
Mary Searcy Bixby, President

Date: 8/30/2016

  
Jane D. Gawronski, Secretary