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

MAR 03 2003

**KEVIN SHELLEY**  
Secretary of State

**ARTICLES OF INCORPORATION OF**  
**UNITY SCHOOLS,**  
**A California Nonprofit Public Benefit Corporation**

I.

The name of the Corporation is UNITY SCHOOLS.

II.

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 charitable purposes.

III.

A. The specific purpose of this Corporation shall be to organize and support public charter schools that offer a rigorous, affirming, and culturally relevant curriculum and to carry on other charitable and educational activities associated with this goal as allowed by law.

B. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite 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 Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

IV.

The name and address in the State of California of the Corporation's initial agent for service of process are Sau-Lim Tsang, 6038 Brann Street, Oakland, CA 94605.

V.

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

B. All corporate property is irrevocably dedicated to the purposes set forth in Article III. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

C. On the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable purposes, which has established exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law), and which has established its tax-exempt status under California Revenue and Taxation Code section 23701d (or the corresponding section of any future California revenue and tax law).

Date:

1/28/2003

Signature: \_\_\_\_\_

*Sau-Lim Tsang*

Sau-Lim Tsang, Sole Incorporator

