

3317855

ENDORSED - FILED
IN THE OFFICE OF THE SECRETARY OF STATE
of the State of California

SEP 07 2010

ARTICLES OF INCORPORATION
OF
ORANGE SCHOOL, INC.

The undersigned, for the purpose of forming a corporation under the Laws of California, by and under the provisions of the Statutes of the State of California, providing for the formation, liabilities, rights, privileges, and immunities of non for profit corporation, files these Articles of Incorporation.

ARTICLE I

The name of the corporation is ORANGE SCHOOL, INC. The principal and mailing address is Wells Fargo Center 333, S. Grand Avenue 25th Floor, Los Angeles, California 90071.

ARTICLE 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 public and charitable purposes.

The specific purpose of this corporation is to promote and provide private online schooling from Pre-Kinder to 12 grade. Providing online curriculum and home school parents support.

ARTICLE III

This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section

501(c)(3). Said corporation is organized for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 Third hereof. No substantial part of the activities of the corporation shall be 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. "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

ARTICLE V

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

California Corporate Agents, Inc.

ARTICLE VI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of 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.

I the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of California, this 30th day of August, 2010.



Alessio Antonacci

ONLY FOR INFORMATION PURPOSE

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I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

SEP 20 2010

Date: 7b

Debra Bowen

DEBRA BOWEN, Secretary of State



State of California

SECRETARY OF STATE

Requested for use in Spain.

Not for use within the United States of America.

The purpose of the Apostille is to certify the authenticity of the signature of the official signing the document, the capacity in which the official signing the document has acted, and, where appropriate, the identity of the seal or stamp.

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: *United States of America*
This public document
2. *has been signed by Debra Bowen*
3. *acting in the capacity of Secretary of State, State of California*
4. *bears the seal/stamp of the State of California*
5. *At Sacramento, California*
6. *the 22nd day of September 2010*
7. *by Deputy Secretary of State, State of California*
8. No. *871007*
9. Seal/Stamp:

CERTIFIED

10. Signature



Debra Bowen
Secretary of State

BY *Debra*

