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FILED *VA*  
Secretary of State  
State of California  
OCT 23 2015 *CC*

RESTATED ARTICLES OF INCORPORATION  
OF  
OPTIONS FOR YOUTH-VICTOR VALLEY, INC.,  
A California Nonprofit Public Benefit Corporation

The undersigned certify that:

1. They are the President and Secretary, respectively, of Options for Youth-Victory Valley, Inc.
2. The Articles of Incorporation of this corporation are amended and restated as follows:

RESTATED ARTICLES OF INCORPORATION  
OF  
OPTIONS FOR YOUTH-VICTOR VALLEY, INC.,  
A California Nonprofit Public Benefit Corporation

I.

The name of this corporation shall be "OPTIONS FOR YOUTH-VICTOR VALLEY, INC."

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 charitable purposes.

B. The specific purpose of this corporation is to provide educational opportunities to students who have dropped out of the public school system or have problems with the public school system. The corporation shall recruit and educate students using independent studies and home study programs.

III.

Said corporation is organized exclusively for charitable religious, educational, literary and scientific purposes, and such broad purposes as are provided for under Section 501(c)(3) or the Internal Revenue Code of 1986. Including such purposes as the making or grants or distributions to organizations under 501(c)(3) or the Internal Revenue Code of 1986 (or the corresponding provisions or any future United States Internal Revenue Law).

IV.

In furtherance of its purposes, said corporation may promote establish conduct and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations organizations and institutions in carrying on such activities or any thereof: and for such purposes

it may solicit and receive funds and other property, real personal and milled and interests therein, by gift, transfer, devise or bequest, and invest, reinvest, hold, manage, administer expend, and apply such funds and property, subject to such conditions and limitations, if any, as may be expressed In any Instrument evidencing such gift, transfer, devise, or bequest.

## V.

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 or the purposes of this corporation. This corporation shall abide by all federal, state, and local laws.

## VI.

No part or the income or principal of the corporation shall inure to the benefit of or be distributed to any member, director, or officer of the corporation or any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution or income or principal. No substantial part or the activities of the corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of political statements) on behalf or any candidate for public office.

## VII.

The territory in which the operations or said corporation are principally to be conducted In the United States of America.

## VIII.

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all or the liabilities or the corporation, dispose of all or the assets or the corporation exclusively for charitable, educational, religious, literary or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under section 501(c)(3) or the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office is then located, exclusively for such purposes or to such organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## IX.

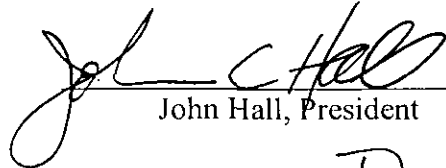
This corporation is authorized to indemnify its agents (as defined in Section 5238 of the California Corporations Code) to the fullest extent permissible under California law.

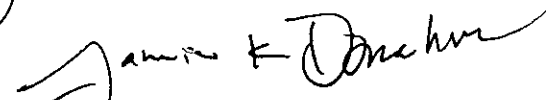
3. The foregoing amended and restated Articles of Incorporation have been duly authorized by the Board of Directors.

4. The foregoing amended and restated Articles of Incorporation have been duly approved by the required vote of the member.

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: October 15, 2015

  
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John Hall, President

  
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Jamie Donahue, Secretary