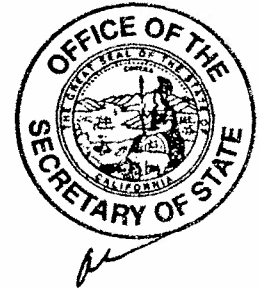


State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 9 2006

BRUCE McPHERSON
Secretary of State

2852446

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

JAN 4 2006

ARTICLES OF INCORPORATION
OF
Alameda Community Learning Center
(A California NonProfit Public Benefit Corporation)

I. The name of the Corporation is **Alameda Community Learning Center**

II. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for public and charitable purposes. The specific purposes for which this Corporation is organized are for the advancement of public education by managing, operating, guiding, directing and promoting the Alameda Community Learning Center.

The Alameda Community Learning Center is a public charter school in California. The school awards high school diplomas through its chartering agency, the Alameda Unified School District.

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.

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

Paul Bentz
Alameda Community Learning Center
210 Central Ave.
Alameda CA 94501

IV. All corporate property is irrevocably dedicated to the purposes set forth in the second article above. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to any of its directors, 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 II.

No substantial part of the activities of the Corporation shall consist of 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.

Subject to the provisions of the Non-Profit Corporation Law of the State of California, and any limitations in the articles or bylaws relating to action to be approved by the members or by a majority of all members, if any, the activities and affairs of this Corporation shall be conducted and all the powers shall be exercised by or under the direction of the board of directors.

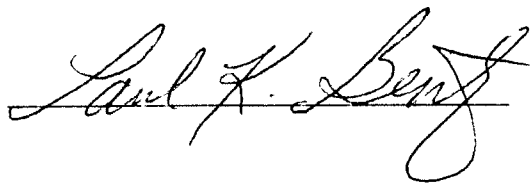
The number of directors shall be as provided for in the bylaws. The bylaws shall prescribe the qualifications, mode of election, and term of office of directors.

V. The authorized number and qualifications of members of the corporation, if any, the different classes of membership, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

VI. Upon the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation, or association which is organized and operated exclusively for educational, public or charitable purposes and which has established its tax exempt status under 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.

Dated: 1/2/06

Paul Bentz
Development Director
Alameda Community Learning Center



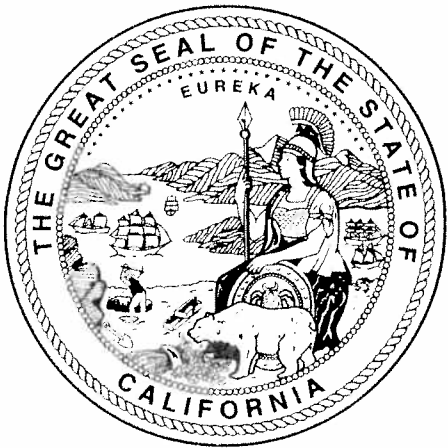
A0669433



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 26 2007

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

A0669433

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

NOV 26 2007

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
ALAMEDA COMMUNITY LEARNING CENTER**

The undersigned certify that:

1. They are the President and the Secretary of the Alameda Community Learning Center, a California nonprofit public benefit corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of the corporation is Community Learning Center Schools, Inc.

3. 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 Non-Profit Public Benefit Corporation Law for public and charitable purposes. The specific purposes for which this Corporation is organized are for the advancement of public education by managing, operating, guiding, directing and promoting California public Charter Schools.

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.

4. Article IV of the Articles of Incorporation of this corporation is amended to read as follows:

All corporate property is irrevocable dedicated to the purposes set forth in the second article above. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to any of its directors, members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II.

No substantial part of the activities of the Corporation shall consist of 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.

Subject to the provisions of the nonprofit public benefit provisions of the Non-Profit Corporation Law of the State of California, and any limitations in the articles or bylaws relating to action to be approved by the members or by a majority of all members, if any, the activities and affairs of this Corporation shall be conducted and all the powers shall be exercised by or under the direction of the board of directors.


The number of directors shall be as provided for in the bylaws. The bylaws shall prescribe the qualifications, mode of election, and term of office of directors.

5. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.

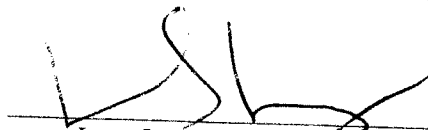
6. The corporation has no members.


I 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 my own knowledge.

DATE: 11/7/07


Paul Bentz, President

DATE: 11/13/07


Lora Lewis, Secretary



Internal Revenue Service
P.O. Box 2508
Cincinnati, OH 45201

Department of the Treasury

Date:

MAR 13 2008

COMMUNITY LEARNING CENTER
SCHOOLS INC
210 CENTRAL AVE
ALAMEDA CA 94501-3246

Person to Contact:

Vaida Singleton

ID# 31-03018

Toll Free Telephone Number:

877-829-5500

Employer Identification Number:

20-4602384

Dear Sir or Madam:

This is in response to the amendments to your organization's Articles of Incorporation filed with the state on November 26, 2007. We have updated our records to reflect the name change from ALAMEDA COMMUNITY LEARNING CENTER to **COMMUNITY LEARNING CENTER SCHOOLS INC**, as indicated above.

Our records indicate that a determination letter was issued in January 2007 that recognized you as exempt from Federal income tax. Our records further indicate that you are currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records also indicate you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section 509(a)(1) and 170(b)(1)(A)(ii).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Cindy Westcott
Manager, Exempt Organizations
Determinations