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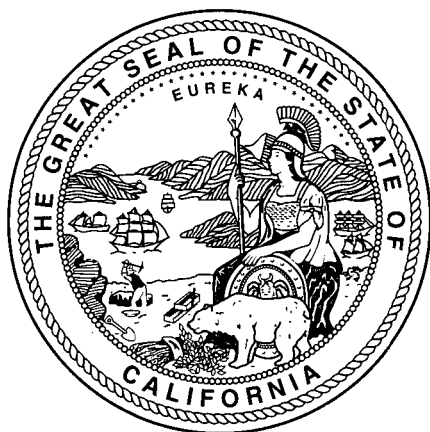
State of California Secretary of State

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

That the attached transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of this office.

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

APR 15 2010



Debra Bowen

DEBRA BOWEN
Secretary of State

APR -1 2010

BIG PICTURE SCHOOLS, INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the Chairman of the Board of Directors and a Member of the Board of Directors and the Secretary, respectively, of BIG PICTURE SCHOOLS, INC., a California corporation.

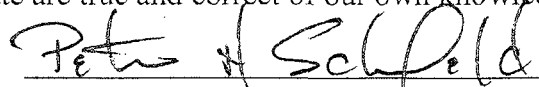
2. The Articles of Incorporation of this corporation, as originally filed with the Secretary of State of the State of California on October 6, 2006, are hereby restated in their entirety, as set forth on Exhibit A attached hereto and made a part hereof by this reference.

3. The Amended and Restated Articles of Incorporation set forth herein have been duly approved by the Board of Directors.

4. This corporation has no members.

4. 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.

Dated: 3/9/2010


Peter Schoenfeld, Chairman of the Board of Directors

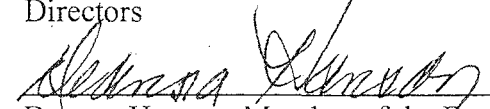

Deanna Hanson, Member of the Board of Directors and Secretary

Exhibit A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIG PICTURE SCHOOLS, INC.**

a California Nonprofit Public Benefit Corporation

I

The name of this corporation is **BIG PICTURE SCHOOLS CALIFORNIA, INC.**

II

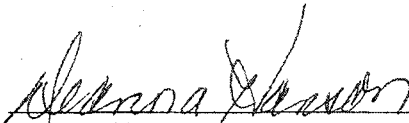
- A. This Corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. Such purposes shall include, without limitation, the advancement of education of youth, especially underprivileged youth, through the creation, opening, developing, and operating of charter schools.
- B. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3), Internal Revenue Code 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 provisions of any future United States internal revenue law.

III

- A. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- B. The property of this corporation is irrevocably dedicated to the purposes set forth in Article II and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

- C. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)(3), Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Date: 3 | 10 , 2010


Deanna Hanson, Secretary

