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FILED *JK*
in the office of the Secretary of State
of the State of California

NOV 29 2007

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
WEST L.A. WALDORF METHOD CHARTER SCHOOL**

The undersigned certify that:

1. They are the President and the Secretary of the West L.A. Waldorf Method Charter School, 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 Ocean Charter School.

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 Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes for which this Corporation is organized are to manage, operate, guide, direct and promote the Ocean Charter School, and such other educational activities as the Board of Directors may define from time to time.

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

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.

5. Article V of the Articles of Incorporation of this corporation is amended to read as follows:

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.

6. Article VI of the Articles of Incorporation of this corporation is amended to read as follows:

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.

7. Article VIII of the Articles of Incorporation of this corporation is amended to read as follows:

All corporate property is irrevocably dedicated to the purposes set forth in the Article II. No part of the net earnings 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.

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 nonprofit 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.

8. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.
9. 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: 1/15-07

Joan Wicks
Joan Wicks, President

DATE: 4/15/07

Lori Andrade
Lori Andrade, Secretary

ARTICLES OF INCORPORATION
of
West L.A. Waldorf Method Charter School

I.

The name of the corporation is West L.A. Waldorf Method Charter School.

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 California Nonprofit Public Benefit Corporation Law for public purposes. The specific purpose of the corporation is to manage, operate, guide, direct and promote the West L.A. Waldorf Method Charter School, and such other educational activities as the Board of Directors may define from time to time.

III.

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

Robert W. Vanech
1219 Ashland Avenue
Santa Monica, CA 90405

IV.

The corporation is organized and operated exclusively to manage, operate, guide, direct and promote LHS, and to educate students, within the meaning of Internal Revenue Code Section 501(c)(3).

V.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or (2) by a corporation, the contributions to which are deductible under Internal Revenue Code Section 170(c)(2).

VI.

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.

VII.

The name and address of the person appointed to act as the incorporating director of this corporation is:

Robert W. Vanech
1219 Ashland Avenue
Santa Monica, CA 90405

VIII.

The property of this corporation is irrevocably dedicated to the management, operation, guidance, direction and promotion of the West L.A. Waldorf Method Charter School, and the education of students, and no part of the net income or assets of the organization shall ever inure to the benefit of any director, trustee, officer or member thereof or to the benefit of any private person.

In the event of the dissolution of the corporation for any reason, any assets of the corporation remaining after compliance with applicable provisions of the California Corporation Code shall be distributed by the corporation to another nonprofit benefit corporation whose primary purpose is education.

Dated: June 15, 2002

Robert W. Vanech, Director

We, the above mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Robert W. Vanech