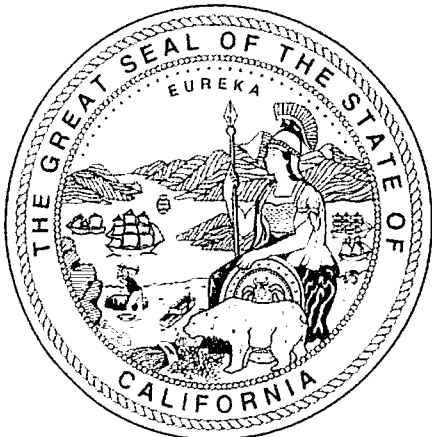




State of California
Secretary of State

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

That the attached transcript of 3 page(s) 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 24 2007

DEBRA BOWEN
Secretary of State

NOV 15 2007

ARTICLES OF INCORPORATION
OF
PARTNERSHIP FOR LOS ANGELES SCHOOLS

I

The name of this corporation is Partnership for Los Angeles Schools.

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 corporation is formed and shall be operated exclusively for the following charitable purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code:

1. To engage in charitable, educational and other activities;
2. Without limiting the foregoing, in particular to serve and support public schools for children in pre-kindergarten through twelfth grade in the Los Angeles Unified School District, to engage in activities to uplift communities around those schools, and to develop, implement and/or support other education reforms that will lead to increases in student achievement in the Los Angeles Unified School District;
3. To engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

III

The name and address of the corporation's initial agent for service of process are as follows:

Ramon C. Cortines
Deputy Mayor of Education, Youth & Families
Office of the Mayor
200 North Spring Street, Room 303
Los Angeles, CA 90012

IV

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

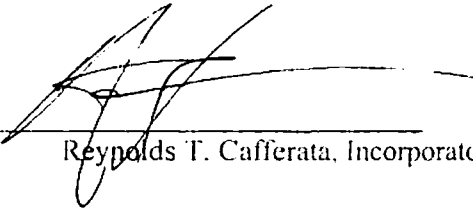
B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

V

The property of this corporation is irrevocably dedicated to charitable purposes 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. 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 which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Dated: November 15, 2007



Reynolds T. Cafferata, Incorporator

