

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE MCKNIGHT OPPORTUNITY FUND**

The undersigned certify that:

1. They are the President and the Secretary, respectively, of THE MCKNIGHT OPPORTUNITY FUND, a California nonprofit public benefit corporation, with California Entity Number C4846231.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

“I

The name of the corporation is THE MCKNIGHT OPPORTUNITY FUND.

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 Nonprofit Public Benefit Corporation Law for charitable and public purposes.

III

The specific purposes for which this corporation is formed are:

1. To promote the recognition of, and to instill pride in, the remarkable accomplishments and pluralistic heritage of students who attended Los Angeles High School, or other California school;

2. To fund and organize competitions for research, writing and the visual and performing arts students, which encourage students to discover, research, and report about historical figures whose work and lives significantly influenced their communities or life in America generally;

3. To establish and maintain a “Hall of Fame” at Los Angeles High School, and at other selected California schools, that provides visual reminders of the prior students of that school whose success in life inspires and imparts distinction to the school and its pluralistic ethnic and cultural heritage;

4. To strengthen the community fabric by creating and sponsoring educational forums, scholarships, presentations, exhibitions, seminars, videos and publications, both in print and online, to the public at large and to various academic communities, for the discussion and exchange of information regarding the importance of supporting our pluralistic ethnic and cultural heritage;

5. To provide funds for students who desire to attain a formal higher education but lack the necessary funding and other means of support necessary to attain their

educational goals; and

6. To receive and acquire by grant, gift, purchase, devise, bequest, or otherwise, funding necessary to carry out the corporation's educational and charitable purposes and activities, which funding may be in the form of real and personal property of any kind, and to hold, accumulate, invest, or dispose of such property or the income derived therefrom in furtherance of the above educational and charitable objects of this corporation.

IV

The property of this corporation is irrevocably dedicated to the charitable and educational purposes set forth above 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 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 charitable purposes set forth in Article IV hereof to the extent permitted by applicable law.

V

Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provisions 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 public or charitable purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by any proper Court having jurisdiction over the matter, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VI

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office or ballot measure.

VII

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a charitable organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a charitable organization contributions to which are

deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

VII

The authorized number and qualification of the members of the corporation, classes of membership, voting and other rights and privileges or each class of membership, shall be set forth in the Bylaws of the corporation.”

3. The foregoing restated Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.

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.