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FILED
Secretary of State
State of California

AUG 25 2014

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**ARTICLES OF INCORPORATION
OF
BAYPOINT PREPARATORY ACADEMY**

I.

NAME

The name of this corporation is Baypoint Preparatory Academy.

II.

PURPOSE

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 public and charitable purposes.

B. The specific purpose of this corporation is to oversee, manage, operate, advise, guide, direct, promote, support and hold charters or contracts for one or more public charter schools and other educational activities as may be approved by the corporation's board of directors from time to time.

III.

AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of this corporation's initial agent for service of process are:

Frank Ogwaro
1175 Linda Vista Drive
San Marcos, CA 92078

IV.

CORPORATE ADDRESS

The street and mailing address of this corporation is:

1175 Linda Vista Drive
San Marcos, CA 92078

V.

TAX-EXEMPT STATUS

A. 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, as amended.

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

C. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any other activities that do not further the purposes of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.

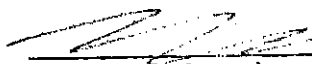
VI.

IRREVOCABLE DEDICATION OF PROPERTY

A. The property of this corporation is irrevocably dedicated to charitable and educational 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.

B. Upon the dissolution or winding up of this corporation, after paying or adequately providing for the corporation's debts and obligations, its remaining assets shall be distributed to a California public entity engaged in education and/or to a California nonprofit fund, foundation or corporation, or another supported organization (or organizations) which is organized and operated for charitable or educational purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, and under Section 23701d of the California Revenue and Taxation Code, as amended.

DATE: August 25th, 2014



Gregory V. Moser, Incorporator



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 27 2014 *Jm*

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State