

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**HIGH TECH HIGH**

FEB 07 2011

The undersigned certify that:

1. They are the President and Secretary, respectively, of High Tech High, a California nonprofit public benefit corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated as follows:

I

The name of the Corporation is High Tech High.

II

A. 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 charitable purposes.

B. The specific purposes of the Corporation are:

- (1) to manage, operate, guide, direct and promote public charter schools; and
- (2) to perform and undertake any and all activities and functions, including soliciting contributions of money and property from the general public, as may be proper in connection with the Corporation's general and specific purposes.

III

A. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and Section 214 of the California Revenue and Taxation Code.

B. No substantial part of the activities of the 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 publishing or distribution of statements) on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future law of the United States Internal Revenue Service); and (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future law of the United States Internal Revenue Service).

IV

A. The property of the Corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by California Revenue and Taxation Code Section 214, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, trustee, officer or member thereof or to the benefit of any private person.


B. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable and educational purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and satisfies the requirements of California Revenue and Taxation Code Section 214.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Corporation's Board of Trustees.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the 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.

Dated: February 4, 2011

  
\_\_\_\_\_  
Gary Jacobs, President

  
\_\_\_\_\_  
Kay Davis, Secretary



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.

MAR 21 2011 <sup>W</sup>

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State