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FILED
Secretary of State
State of California

JUN 19 2013

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**ARTICLES OF INCORPORATION
OF
THRIVE PUBLIC SCHOOLS**

I.

The name of this corporation is Thrive Public 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 specific purposes of this corporation are to:

(1) oversee, manage, operate, advise, guide, direct, promote, support and hold charters or contracts for one or more public charter schools;

(2) promote, support, benefit, replicate, develop and carry out the purposes of public charter schools or other schools, youth or community programs, or other activities that educate or serve students, children, families or communities; and

(3) perform and undertake any and all activities and functions, including soliciting contributions from the general public, as may be proper in connection with this corporation's general and specific purposes.

III.

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

Gregory V. Moser
525 B Street, Suite 2200
San Diego, CA 92101

IV.

The street and mailing address of this corporation is:

301 West G Street, #118
San Diego, CA 92101

V.

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

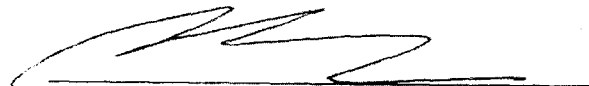
C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended; or (b) a corporation contributions to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

VI.

A. 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 hereof or to the benefit of any private person.

B. Upon 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 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 of 1986, as amended, and under Section 23701d of the California Revenue and Taxation Code, as amended.

Dated: June 19, 2013



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.

JUN 20 2013

Handwritten initials, possibly "DB", in black ink.

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State