

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, and the Secretary, respectively, of The ACT Program Foundation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

Articles of Incorporation of

THE ACT PROGRAM FOUNDATION

Article I

The name of this corporation is **THE ACT PROGRAM FOUNDATION** ("Corporation").

The place in this state where the principal office of the Corporation is to be located is the City of Long Beach, Los Angeles County.

Article 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. The specific purpose of this Corporation is to provide material support to the classrooms of the Adult Community Transition Program of the Long Beach Unified School District in Long Beach, California.
- B. 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 of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

Article III

The manner by which this Corporation shall carry out its specific purpose, as stated in Article II, Section A of these Articles of Incorporation, shall include, but not be limited to:

- A. Making donations of equipment, supplies, materials, funds, or services to the classrooms of the Adult Community Transition Program of the Long Beach Unified School District.

- B. Making donations of equipment, supplies, materials, funds, or services to the Long Beach Unified School District, provided that such donations are earmarked specifically for the benefit and/or use of the classrooms of the Adult Community Transition Program of the Long Beach Unified School District.
- C. Making donations of equipment, supplies, materials, funds, or services to the Long Beach Education Foundation, provided that such donations are earmarked specifically for the benefit and/or use of the classrooms of the Adult Community Transition Program of the Long Beach Unified School District.

Article IV

- A. 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 the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- B. Notwithstanding any other provision of these articles of incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code, nor shall this corporation, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as set forth in Article II hereof.

Article V

- 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 thereof or to the benefit of any private person, except that this Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- B. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to the Long Beach Education Foundation or other 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 Code, or the corresponding section of any future federal tax code, or shall be distributed to the Long Beach Unified School District for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members of the Corporation.

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.

Executed this 30th day of September, 2011, in Long Beach, California:

David Bleidistel
Chairman of the Board of Directors

Karin Simon
Chief Financial Officer

Heather Messinger
Vice Chairman of the Board of Directors

Amanda Butzen
Secretary

Linda Bernal
Chief Executive Officer