

Restated Articles of Incorporation

The undersigned certify that:

1. They are the president and the secretary respectively, of Advanced Learning Academy Parent Teacher Organization, a California corporation, with California Entity Number 6356083.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I, NAME

1.01 Name

The name of this corporation shall be Advanced Learning Academy Parent Teacher Organization. The business of the corporation may be conducted as ALA PTO, or ALA Parents.

ARTICLE II, DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III, PURPOSE

3.01 Purpose

Advanced Learning Academy Parent Teacher Organization is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Advanced Learning Academy Parent Teacher Organization's purpose is to foster a collaborative community where parents, teachers, and staff work together to enrich the educational experience of all students, promote their well-being, and empower them to reach their full potential.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

3.02 Public Benefit

Advanced Learning Academy Parent Teacher Organization is designated as a public benefit corporation.

ARTICLE IV, NON-PROFIT NATURE

4.01 Non-profit Nature

Advanced Learning Academy Parent Teacher Organization is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Advanced Learning Academy Parent Teacher Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other 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 purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Advanced Learning Academy Parent Teacher Organization is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Advanced Learning Academy Parent Teacher Organization of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Advanced Learning Academy Parent Teacher Organization, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Advanced Learning Academy Parent Teacher Organization's hereunder shall be selected by the discretion of a majority of the managing body of the Advanced Learning Academy Parent Teacher Organization and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Advanced Learning Academy Parent Teacher Organization by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of California.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of California to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

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

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V, BOARD OF DIRECTORS

5.01 Governance

Advanced Learning Academy Parent Teacher Organization shall be governed by its board of directors.

ARTICLE VI, MEMBERSHIP

6.01 Membership

Advanced Learning Academy Parent Teacher Organization shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII, AMENDMENTS


7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds of the board of directors.

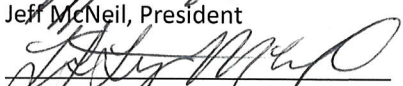
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has issued no shares.

We further declare under penalty of perjury under the laws of the state of California that the matters set forth in this certificate as true and correct of our own knowledge.

Date: 9/6/24



Jeff McNeil, President



Jennifer McNeil, Secretary