

RESTATED ARTICLES OF INCORPORATION  
OF  
ROCKLIN ACADEMY PSP (PARENT SCHOOL PARTNERSHIP)

ARTICLE I

The name of the corporation is Rocklin Academy PSP (Parent School Partnership)

ARTICLE II

This corporation is a public benefit corporation.

ARTICLE III

This corporation is organized and shall be conducted exclusively for the charitable and educational purposes of promoting and supporting academic enrichment, classroom support, and school culture among students, parents, faculty, and the community of Rocklin Academy, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the corporation may reimburse persons for expenses incurred on behalf of the corporation, and the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth herein.

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

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or

corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

#### ARTICLE IV

The corporation shall be a membership organization. The qualifications, conditions, and benefits of membership shall be set forth in the bylaws.

#### ARTICLE V

The corporation may only be dissolved by a majority vote of the Membership. Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to one or more organizations operating within Rocklin Academy, or any legal successor thereof, and having specific purposes and objectives similar in character to those of this corporation and which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to an educational fund, foundation or corporation organized and operated exclusively for purposes specified in section 501(c)(3) of the Internal Revenue Code.

## ARTICLE VI

No director or uncompensated officer of the corporation shall be liable to the corporation for monetary damages for conduct as a director or officer, except that this provision shall not eliminate or limit the liability of a director or officer for:

- (a) Any breach of the directors' or officers' duty of loyalty to the corporation or its members;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law;
- (c) Any unlawful distribution; and
- (d) Any transaction from which the director or officer derived an improper personal benefit.

## ARTICLE VII

The name of the registered agent for the corporation is John Reedy. The address of the registered office of the corporation 6532 Turnstone Way, Rocklin, California, 95765, and all correspondence shall be sent to such address.

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 are true and correct of our own knowledge.

DATED: July 23, 2019

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John Reedy, President

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Cynthia Kane, Secretary