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FILED
SECRETARY OF STATE
STATE OF CALIFORNIA

APR 22 2015

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ARTICLES OF INCORPORATION
OF
EXCELSIOR CHARTER GROUP

I.

NAME

The name of this corporation is Excelsior Charter Group.

II.

PURPOSE

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 public and charitable purposes.

B. The specific purposes of this corporation are to:

(1) promote, support, benefit, replicate, and carry out the purposes of:
(a) EEC, Inc. d/b/a Excelsior Charter Schools, a nonprofit public benefit corporation that operates public charter schools; and (b) such other public charter schools or other educational programs as may be established to provide education based on the educational and teaching concepts, methods, models, techniques, systems and materials of any of the Excelsior Charter Schools or this corporation;

(2) promote, support, benefit, develop, operate or provide leadership education, program development, research and professional development to 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.

AGENT FOR SERVICE OF PROCESS

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

Peter Wright
1822 Bear Valley Road, Bldg. 11, #7151 SVL
Victorville, CA 92395

IV.

CORPORATE ADDRESS

The street and mailing address of this corporation is:

1822 Bear Valley Road, Bldg. 11, #7151 SVL
Victorville, CA 92395

V.

TAX-EXEMPT STATUS

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.

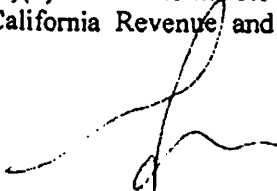
VI.

IRREVOCABLE DEDICATION OF PROPERTY

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.


DATE: 9-22-15



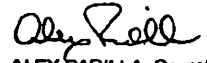
Greta A. Proctor, Incorporator



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

APR 29 2015 

Date: _____



ALEX PADILLA, Secretary of State

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF EXCELSIOR CHARTER GROUP
A California Nonprofit Public Benefit Corporation**

The undersigned, being all of the directors of Excelsior Charter Group, a California nonprofit public benefit corporation (the "Corporation"), acting pursuant to authority vested by Section 5211(b) of the California Nonprofit Corporation Law and the Bylaws of the Corporation, hereby consent to and approve the following resolutions on behalf of the Corporation and to the actions authorized thereby:

WHEREAS, at the organizational meeting of the Corporation on May 27, 2015, the Board of Directors ("Board") adopted a resolution electing Peter Wright as Secretary;

WHEREAS, the Board now desires to remove Peter Wright and elect Judy Munoz to serve as Secretary; and,

WHEREAS, the Board also desires to elect a Chairperson of the Board, and desires to elect Richard Spring to serve as Chairperson of the Board.

NOW, THEREFORE, IT IS RESOLVED, that Judy Munoz shall serve as Secretary.

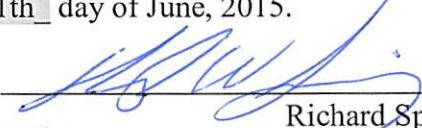
RESOLVED, FURTHER, that Richard Spring shall serve as Chairperson of the Board.

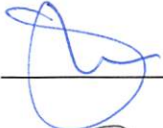
RESOLVED, FURTHER, that the officers of the Corporation be, and each individually is, hereby authorized and directed to perform any and all such acts and execute such documents as said officers shall deem necessary or advisable to carry out the purposes of the foregoing resolutions.

RESOLVED FURTHER, that this action by unanimous written consent may be signed electronically and in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument.

RESOLVED FURTHER, that this action by unanimous written consent shall be filed with the minutes of the proceedings of the Board.

IN WITNESS WHEREOF, the undersigned, being all the directors of the Corporation, have executed this Unanimous Written Consent on this 11th day of June, 2015.


Richard Spring


John Cordero


Judy Munoz

**APPOINTMENT OF INITIAL DIRECTORS
AND
RESIGNATION OF INCORPORATOR
OF
EXCELSIOR CHARTER GROUP
A California nonprofit public benefit corporation**

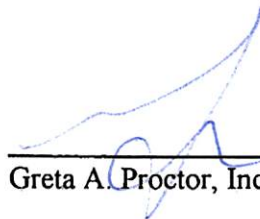
The undersigned, being the incorporator named in the Articles of Incorporation of Excelsior Charter Group, a California nonprofit public benefit corporation, hereby adopts the following resolutions:

RESOLVED, that the following persons be, and hereby are, appointed as the initial directors of the corporation, and shall serve the terms appearing next to their names:

<u>GROUP NO.:</u>	<u>DIRECTOR:</u>	<u>TERM:</u>
Group 1	Richard Spring	1 year
Group 2	John Cordero	3 years
Group 3	Judy Munoz	5 years

RESOLVED, that the resignation of the Incorporator whose signature appears hereinafter be, and hereby is, accepted with such resignation to be effective as of the date hereof.

DATED: May 27, 2015



Greta A. Proctor, Incorporator

**RESOLUTIONS
OF
THE BOARD OF DIRECTORS OF
EXCELSIOR CHARTER GROUP
A California Nonprofit Public Benefit Corporation**

Ratification of Actions of Incorporator

RESOLVED, that all actions of the incorporator, Greta A. Proctor, in incorporating the Corporation, and such other actions she has taken as were appropriate in connection with the establishment of the Corporation, whether taken before or after incorporation, hereby are ratified and approved in all respects.

Certification and Filing of Articles of Incorporation

RESOLVED, that the Secretary of the Corporation is hereby authorized and instructed to insert in the minute book of the Corporation a copy of the Articles of Incorporation as filed in the Office of the California Secretary of State April 22, 2015 and certified by the Secretary of State.

Adoption of Bylaws

RESOLVED, that the bylaws attached to these resolutions as Exhibit A be, and hereby are, adopted as the Corporation's bylaws; and

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to execute a certificate of the adoption of these bylaws, to insert the bylaws as so certified in the minute book of the Corporation, and to see that a copy of the bylaws is kept at the principal office of the Corporation.

Establishment of Number of Directors

RESOLVED, that the number of director positions on the Board of this Corporation be, and hereby is, three (3), unless and until changed by a resolution of the Board or amendment of the bylaws.

Election of Officers and Authority

RESOLVED, that the individuals listed below be, and hereby are, elected to the offices set forth opposite his or her name:

NAME:

TITLE:

John Cordero

Chief Executive Officer/President

Peter Wright

Secretary

Alicia Anderson

Chief Financial Officer/Treasurer

Agent for Service of Process

RESOLVED, that Peter Wright, designated in the Articles of Incorporation as the agent of this Corporation for the purpose of accepting service of process on the Corporation, shall serve as such agent until resignation or a new agent for service of process is designated by the Board.

Conflict of Interest Policy

WHEREAS, the Board has determined that it is in the best interest of this Corporation that a conflict of interest policy be adopted in order to protect the interests of the Corporation when it is contemplating entering into a transaction that has the potential to benefit the private interest of any officer, director or employee of the Corporation;

RESOLVED, that the conflict of interest policy attached to these resolutions as Exhibit B be, and hereby is, approved and adopted as the Corporation's conflict of interest policy.

Bank Account

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to open one or more accounts on behalf of the Corporation at one or more banks as they may, in their discretion, deem necessary or desirable.

Accounting Year

RESOLVED, that the accounting year of this Corporation shall end on June 30 of each year.

Payment of Expenses

RESOLVED, that the officers of this Corporation be, and they hereby are, authorized and directed to pay, from the Corporation's funds, the expenses of the incorporation and organization of this Corporation, and to reimburse, from the Corporation's funds, those persons who may have advanced the cost of such expenses on behalf of this Corporation;

RESOLVED, FURTHER, that such officers are hereby authorized to execute and deliver the standard form of resolutions required by such financial institution(s) for opening corporate bank accounts, which resolutions shall specify the types of accounts and the persons and manner of signing of such persons authorized to draw on the accounts, and that the Secretary of this Corporation is hereby authorized and directed to execute the Certificate of Secretary included with such resolutions and to affix the corporate seal of this Corporation thereto if so required, and that such standard form of resolutions are hereby adopted as the resolutions of the Board as if set forth in full herein; and

RESOLVED, FURTHER, that the Secretary of this Corporation is hereby directed to insert a copy of such standard form of resolutions and the Certificate of Secretary included therewith in the minute book of this Corporation immediately following these resolutions.

Application For Tax Exemption

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to make or cause to be made, on behalf of the Corporation, application for federal and California tax-exempt status for the Corporation, including the filing of such forms and documents as the officers of the Corporation may deem necessary or appropriate in order to obtain federal and California tax exemptions for the Corporation.

Employer Identification Number

RESOLVED, that the Corporation's officers are authorized and directed to make such filings and applications as are necessary to secure for the Corporation a federal employer identification number.

Filing of Statement of Information with the California Secretary of State

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to make, or cause to be made, and filed with the California Secretary of State on behalf of the Corporation, a Statement of Information, including the filing of such forms and documents as the officers of the Corporation may deem necessary or appropriate in order to obtain federal and California tax exemptions for the Corporation.

Ratification of Organizational Actions

RESOLVED, that the Board hereby acknowledges, confirms and ratifies (i) the appointment and engagement of Procopio, Cory, Hargreaves & Savitch LLP as legal counsel for this Corporation, and (ii) such other actions as have been take on behalf of this Corporation since its initial incorporation.

General Authorization

RESOLVED, that any one or more officers of this Corporation be, and hereby are, authorized and directed, on behalf of this Corporation, to execute and deliver all such documents and to take all such actions as they may deem necessary or appropriate in order to carry out and accomplish all of the purposes of these resolutions, and that any actions taken by officers or staff of the Corporation prior to the date of this resolution in order to carry out and accomplish all the purposes of these resolutions is hereby ratified and confirmed.

The Secretary of this Corporation is hereby directed to file these resolutions adopted hereby with the minutes of the proceedings of the Board of Directors.

EXHIBIT A
BYLAWS
OF
EXCELSIOR CHARTER GROUP

EXHIBIT B

**CONFLICT OF INTEREST POLICY
OF
EXCELSIOR CHARTER GROUP**

SECRETARY'S CERTIFICATE

I, Peter Wright, Secretary of the Board of Directors of Excelsior Charter Group, a California nonprofit public benefit corporation, County of San Bernardino, California, hereby certify as follows:

The attached is a full, true, and correct copy of the resolutions duly adopted at a regular meeting of the Board of Directors of Excelsior Charter Group, which was duly and regularly held on the 27th day of May, 2015, at which meeting a quorum of the members of the Board of Directors was present; and at such meeting such resolutions were adopted by the following vote:

AYES: John Cordero, Judy Munoz, Richard Spring

NOES: None

ABSTAIN: None

ABSENT: None

I have carefully compared the same with the original minutes of such meeting on file and of record in my office; the attached resolution is a full, true, and correct copy of the original resolution adopted at such meeting and entered in such minutes; and such resolution has not been amended, modified, or rescinded since the date of its adoption, and the same is now in full force and effect.

WITNESS my hand this 27th day of May, 2015.


Secretary
Excelsior Charter Group