

State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR - 9 2009

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

APR - 9 2009

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL CHARTER HIGH SCHOOL**

Bruce Greenspon and Ken Deemer certify that:

1. They are the President and Secretary, respectively, of Environmental Charter High School, a California nonprofit public benefit corporation.
2. The Amended and Restated Articles of Incorporation of this corporation are amended in full and restated to read as follows:

ARTICLE I

The name of the Corporation is Environmental Charter Schools.

ARTICLE II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes. The specific purpose of the corporation is to manage, operate, guide, direct and promote charter schools and such other educational activities as the Board of Directors may define from time to time.

ARTICLE III

The corporation is organized and operated exclusively to manage, operate, guide, direct and promote charter schools and to educate students generally within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

Notwithstanding any other provisions of these Second Amended and Restated Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or (ii) by a corporation, the contributions to which are deductible under Internal Revenue Code Section 170(c)(2).

ARTICLE V

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

ARTICLE VI

The property of this corporation is irrevocably dedicated to the management, operation, guidance, direction and promotion of charter schools and the education of students generally, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, trustee, officer or member thereof or to the benefit of any private person.

ARTICLE VII

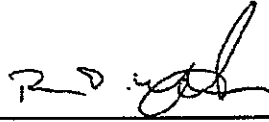
Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to the Lawndale Elementary School District so long as such organization is described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for educational purposes and which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

3. The foregoing Second Amended and Restated Articles of Incorporation of this corporation has been duly approved by the Board of Directors.

4. The corporation has no members.

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: April 9, 2009



Bruce Greenspon, President

Ken Deemer, Secretary


41380283.1

-- RD

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: April 9, 2009

Bruce Greenspon, President



Ken Deemer, Secretary

41380283.1

