



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

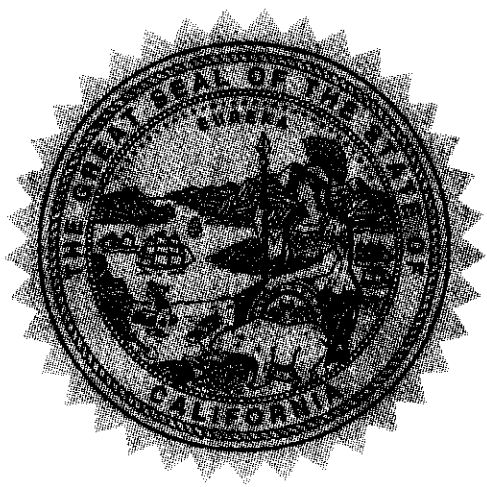
That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

OCT 14 1999

Bill Jones

Secretary of State



2179015

COPY

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION OF
OAK KNOLL KINDERHAUS

A California Nonprofit Public Benefit Corporation

SEP 30 1999

BILL JONES, Secretary of State

One: The name of the corporation is Oak Knoll Kinderhaus.

Two: 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. The specific purpose of Oak Knoll Kinderhaus is to educate children and families in the Montessori method and increase access to Montessori education.

This corporation is organized and operated exclusively for these public and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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 of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

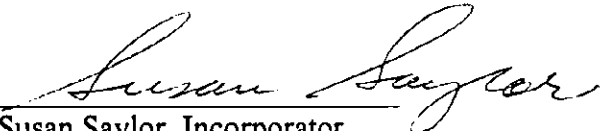
Three: The name and address in California of the corporation's initial agent for service of process are: Elisabeth Dimopoulos, Oak Knoll Kinderhaus, 140 N. Oak Knoll Ave., Pasadena, CA 91101.

Four:

- (a) No substantial part of the activities of this corporation shall consist of carrying on propoganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- (b) All corporate property is irrevocably dedicated to the purposes set forth in Article Two, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, or individuals.
- (c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for the education of children and families in the Montessori method, and

possessing its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law), and which has established its tax-exempt status under Section 23701d of the California Revenue and Taxation Code (or the corresponding section of any future California revenue and tax law).

Dated: July 12, 1999


Susan Saylor, Incorporator

