

ARTICLES OF INCORPORATION
OF
NATIONAL UNIVERSITY ACADEMY SPARROW
a California Nonprofit Public Benefit Corporation

FILED
SECRETARY OF STATE
STATE OF CALIFORNIA

100 JAN -4 2010



Article 1-Name and Address of Corporation

- 1.1 The Name of the Corporation is National University Academy Sparrow.
- 1.2 The Corporation's street address and mailing address is 11355 North Torrey Pines Road, La Jolla, California 92037.

Article 2- Purpose of Corporation

- 2.1 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 charitable purposes.
- 2.2 This Corporation is formed, and shall be operated, exclusively to support National University Academy, a non-profit organization recognized under IRC§ 503(c)(1) and a public charity under 509(a)(1).
- 2.3 The specific purpose of this Corporation shall be to oversee operations of National University Academy Sparrow, a charter school authorized to operate within the boundaries of the La Mesa/Spring Valley Unified School District within the county of San Diego, California. National University Academy Sparrow is formed specifically to maintain and preserve the interests of the Sparrow Charter School by advancing its academic mission. The Corporation will be responsible for managing, operating, directing, promoting, and supporting National University Academy Sparrow Charter School. The Corporation will perform and undertake any and all activities and functions, including soliciting contributions of money and property from the general public, as may be proper in connection with the corporation's general and specific purposes. The Corporation shall also carry on other educational and charitable activities associated with this goal, as allowed by law.
- 2.4 The Corporation is organized exclusively for educational, scientific, literary, and/or charitable purposes within the meaning of Internal Revenue Code § 501 (c)(3) or the corresponding provision of any future United States Internal Revenue Law. Despite any other provisions in these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of the Corporation, and the Corporation shall not carry on other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Internal Revenue Code § 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law; or (b) a corporation, contributions to which are deductible under Internal Revenue Code § 170(c)(2) or the corresponding provision of any future United States Internal Revenue Law.

Article 3- Officers and Directors

- 3.1 The manner in which Officers and Directors shall be chosen and removed from office, their qualifications, number, power, duties, compensation, the manner of filling vacancies, and the manner of calling and holding meetings of Directors, shall be stated as in the Bylaws of the Corporation.
- 3.2 To the fullest extent permitted under California law, neither Officers nor Directors shall be personally liable for the debts, liabilities, or obligations of this Corporation.

Article 4- Members

- 4.1 The Corporation shall have no members as that term is defined in Section 5056 of the California Corporations Code, or in any successor statute. Any corporate action that would otherwise require approval by a majority of all members or approval by any other proportion on members shall require only approval by the Board of Directors.

Article 5- Agent for Service of Process

- 5.1 The name and address in the State of California of the Corporation's initial agent for service of process is:

Pablo I. Fabian, Esq.
National University System
11355 North Torrey Pines Road
La Jolla, California 92037

Article 6- Tax Exempt Status of Corporation

- 6.1 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 (including publishing or distributing statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- 6.2 All corporate property is irrevocably dedicated to the purposes of the Corporation – set forth in Article 2. No part of the net earnings of the Corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to any individuals.
- 6.3 On the winding up and dissolution of the Corporation, and after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed to National University, provided that at the time of this Corporation's dissolution, National University is then described in Internal Revenue Code §

170 (b)(1)(A) 501 (c)(3), and 509(a)(I) and as long as it then meets the requirements of California Revenue and Taxation Code § 214. If National University does not meet these requirements at the time of the Corporation's dissolution, distribution of the Corporation's remaining assets shall be to such corporation that has been substituted for National University as the organization that this Corporation is operated exclusively to support, provided that the substituted corporation is a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable education and/or religious purposes and which has established tax-exempt status under IRC section 501 (c)(3). If no such corporation exists, the remaining assets of this Corporation shall be distributed to another nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable education and/or religious purposes and which has established tax-exempt status under IRC section 501(c)(3).

Dated: 12/5/2017


Pablo I. Fabian