

**RESTATED ARTICLES OF INCORPORATION
OF
VENICE HIGH SCHOOL ALUMNI ASSOCIATION**

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of VENICE HIGH SCHOOL ALUMNI ASSOCIATION, a California corporation, entity number C0346775.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

FIRST: The name of this corporation is **Venice High School Foundation**.

SECOND: 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. The specific and primary purposes for which this corporation is organized is to provide materials, resources and support to the students, families, graduates, and programs of Venice High School.

THIRD: (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contribution to which is deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) 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, or in opposition to, any candidate for public office.

FOURTH: The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Revenue and Taxation Code section 214 and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed 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.

FIFTH: The corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980, not otherwise applicable to it under Part 5.