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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
LA'S PROMISE

FILED *LM*
Secretary of State
State of California

JUL 01 2016

LM

The undersigned certify that:

1. They are the President and the Secretary, respectively, of LA's Promise, a California nonprofit public benefit corporation (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"The name of this corporation is LA Promise Fund."

3. The foregoing amendment of the Articles of Incorporation of the Corporation has been duly approved by the Board of Directors of the Corporation.
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.

Date: 6/28/16

Veronica Melvin
President: Veronica Melvin

Elizabeth Mann
Secretary: Elizabeth Mann





I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUL 12 2016 *mp*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State



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

FEB 11 2011

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

A0711743

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

FEB 10 2011

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MLA PARTNER SCHOOLS

The undersigned certify that:

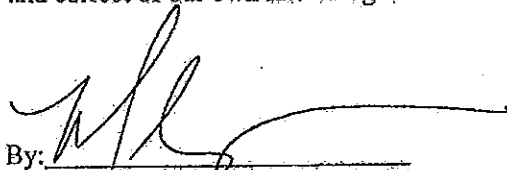
1. They are the president and the secretary, respectively, of MLA PARTNER SCHOOLS, a California non-profit public benefit corporation (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

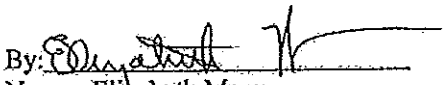
"The name of this corporation is LA's Promise."

3. The foregoing amendment of the Articles of Incorporation of the Corporation has been duly approved by the Board of Directors of the Corporation.
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.

Date: February 10, 2011

By: 
Name: Michael McGalliard
Title: President

By: 
Name: Elizabeth Mann
Title: Secretary

State of California
Secretary of State



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

That the attached transcript of 1 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

AUG -7 2008

DEBRA BOWEN
Secretary of State

A0680665

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MENTOR LA

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

AUG - 4 2008

The undersigned certify that:

1. They are the president and the secretary, respectively, of MENTOR LA, a California non-profit public benefit corporation (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

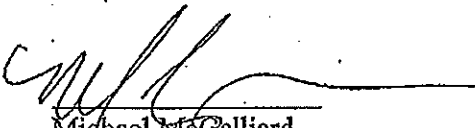
"The name of this corporation is MLA PARTNER SCHOOLS."

3. The foregoing amendment of the Articles of Incorporation of the Corporation has been duly approved by the Board of Directors of the Corporation.

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.

Date: July 31, 2008

By: 
Name: Michael McCalliard
Title: President

By: 
Name: Matthew M. Johnson
Title: Secretary



**WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
MENTOR LA**

The undersigned, being the Board of Directors of MENTOR LA, a California non-profit public benefit corporation (the "Corporation") and pursuant to Section 3.16 of the Corporation Bylaws, do hereby adopt the following resolutions with the same force and effect as though said resolutions were adopted at a meeting of the Board of Directors of the Corporation duly called and held upon notice.

1. Amendment of Articles of Incorporation.

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to change its corporate name to MLA PARTNER SCHOOLS.

NOW, THEREFORE, BE IT RESOLVED, that ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"The name of this corporation is MLA PARTNER SCHOOLS."

RESOLVED, FURTHER, that the officers of the Corporation are hereby authorized and directed by and on behalf of the Corporation and in its name to execute and file with the office of the California Secretary of State a Certificate of Amendment of Articles of Incorporation of the Corporation.

2. General Authority.

RESOLVED, that the officers and directors of the Corporation, and each of them, are hereby authorized and directed by and on behalf of the Corporation and in its name to take any and all such actions as may be necessary and desirable in order to effect the intent of the foregoing resolutions, and any and all such actions that may have been taken in this regard are hereby ratified, approved and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the _____ day of July, 2008.

[SIGNATURES ON FOLLOWING PAGE]

State of California
Secretary of State



I, BRUCE McPHERSON, 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

NOV - 5 2005

BRUCE McPHERSON
Secretary of State

ARTICLES OF INCORPORATION

OF

MENTOR LA

I

The name of this corporation is Mentor LA.

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

NOV - 8 2005

II

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 charitable purposes.

B. The corporation is formed and shall be operated exclusively for the following charitable purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code:

1. To engage in charitable, educational and other activities;
2. Without limiting the foregoing, in particular to support the advancement of urban youth through mentoring, education enrichment and school reform;
3. To engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

III

The name and address of the corporation's initial agent for service of process are as follows:

Mike McGalliard
837 Traction Avenue, Suite 403
Los Angeles, CA 90013

IV


A. Notwithstanding any other provision of these articles, this corporation shall not carry on any 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 or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in 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.

V

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 thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, 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.

Dated: Nov. 3, 2005


Mike McGalliard, Incorporator

