

MAR 15 2011

**ARTICLES OF INCORPORATION OF
NATIONAL LABORATORY FOR EDUCATION TRANSFORMATION
(A CALIFORNIA PUBLIC BENEFIT CORPORATION)**

ARTICLE 1

The name of this corporation is **National Laboratory for Education Transformation.**

ARTICLE 2

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 of California for charitable purposes.

Section 1. The specific charitable purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Internal Revenue Code")) of this corporation are to:

- 1) Provide the public, employers, families, schools and students with new tools, research, and methods to meet the learning needs of all young people by increasing the performance of education systems through charitable and voluntary involvement of senior institutions, corporations and government agencies.
- 2) Build a virtual and physical "laboratory" for learning and education science that has lasting effects on individuals, society, and the economy (similar to approach and work of the National Institutes of Health and National Institute of Mental Health in the physical and mental health arena);
- 3) To seek public and private funding to support these educational programs and related research.
- 4) To do any and all lawful activities that are lawful for a nonprofit charitable corporation formed under the laws of California that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Section 2. The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of California, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE 3

The name and address in the State of California of this corporation's initial agent for service of process is Gordon L. Freedman, 255 Shoreline Drive, Suite 300, Redwood City, CA 94065.

ARTICLE 4

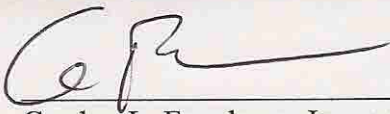
Section 1. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE 5

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: March 9, 2011



Gordon L. Freedman, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



Gordon L. Freedman, Incorporator

Jerra Bowen

Date: _____

MAR 15 2011

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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



EXHIBIT 1

EXHIBIT 2
