



SECRETARY OF STATE

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

That the attached transcript of 4 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 24 2000

Bill Jones

Secretary of State

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF
VITAL LINK EDUCATION-BUSINESS CONSORTIUM**

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

OCT 19 2000

Lorraine Dageforde and Miles Brakke certify that:

BILL JONES, Secretary of State

1. They are the Co-Chairmen of the Board and the Chief Financial Officer, respectively, of Vital Link Education-Business Consortium, a California nonprofit corporation.

2. The Corporation has no members.

3. The Board of Directors has approved the amended Articles of the Corporation which are hereinafter set forth in their entirety:

FIRST: The name of the corporation is:

VITAL LINK EDUCATION-BUSINESS CONSORTIUM

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.

THIRD: The charitable purpose of the corporation is to provide a link between education and business to assist the public schools in preparing their students for the transition from school to employment.

FOURTH: The corporation shall have perpetual existence.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws of the corporation.

SIXTH: Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

SEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute.

EIGHTH: The corporation is a nonprofit organization organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law. The purpose for which the corporation is

formed is to provide (a) create a vital link between business and education to prepare students for the transition to employment, (b) to provide and assist in the implementation of a system to bridge students and schools with skills and success, (c) to provide students with standards and expectations of business, (d) to create regular opportunities for business-education interaction, (e) to create opportunities for student access to business, (f) to accurately assess and document student skills, (g) to provide a sufficient data transmittal, storage and retrieval capability to be useful both to students and the employment communities and (h) to serve the common interests of business and education in California. As a means of accomplishing the foregoing purposes, the corporation shall have the power to do any and all acts as are necessary or conducive to the attainment of any of the objects and purposes herein before set forth, to the same extent and as fully as any natural person might or could do; provided, however, that notwithstanding any provision of the Articles of Incorporation or any provisions of applicable state law to the contrary, the corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to continue to qualify, as (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States Internal Revenue law, or (b) an organization contributions to which are deductible under Sections 170, 2055, and 2522 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law. The corporation shall be authorized to solicit, receive and administer funds for the above purposes, but the corporation shall not be authorized to accept gifts or contributions for other than the purposes herein before stated. The funds of the corporation shall not be restricted in use to people of any race, faith, color or creed, but such funds shall be administered on a nondiscriminatory basis.

NINTH: The assets and property of this organization are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the assets or earnings of the corporation shall ever inure to the benefit of or be distributable to any member or individual having a personal or private interest in the activities of the corporation, and no substantial part of the activities of the corporation shall ever be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. No officer, director, member or employee of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the corporation, except reimbursement of out-of-pocket expenditures and reasonable compensation for services actually rendered to or on behalf of the corporation.

TENTH: If, at any time or times, the corporation shall be classified as a private foundation under United States Internal Revenue laws, then at such time or times the corporation shall be subject to the following restrictions:

1. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

2. The corporation shall be distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not make any taxable expenditures as defined in Section 4954(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: In the event of the liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary, involuntary or by operation of law, the Board of Directors of the corporation shall, except as may be otherwise provided by law, transfer all of the assets of the corporation in such manner as the Directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes stated above in Article ~~9~~^{second}, and only such objects and purposes; and, provided further, that such distributions must be to one or more organizations (a) which are exempt from tax as organizations described in Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any subsequent United States Internal Revenue laws, (b) contributions to which are deductible under the provisions of Sections 170, 2055 and 2522 of the Internal Revenue Code, as amended, or the corresponding provisions of any subsequent United States Internal Revenue laws, and (c) which is organized and operated exclusive for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code.

TWELFTH: All practices and policies of Vital Link Education-Business Consortium shall be nondiscriminatory and the corporation shall offer its services to persons of any race, color and national or ethnic origin.

THIRTEENTH: This corporation shall have no members.

Dated: OCTOBER 8, 2000

Lorraine Dageforde
Lorraine Dageforde

Miles Brakke
Miles Brakke

VERIFICATION

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing Certificate are true and correct of his or her own knowledge, and that this Declaration was executed on OCTOBER 8, 2000 at Irvine, California.

Lorraine Dageforde
Lorraine Dageforde

Miles Brakke
Miles Brakke

