

DEC 17 2012

ARTICLES OF INCORPORATION
OF
COOPER EDUCATION FOUNDATION

ARTICLE I

The name of the corporation is COOPER EDUCATION FOUNDATION.

ARTICLE II

(a) This corporation is a non-profit 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 public and charitable purposes.

(b) The specific purpose of this corporation shall be to raise money for and provide support to schools across the United States and to carry on other charitable and educational activities associated with this goal as allowed by law.

(c) This corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal revenue law. Despite any other provision 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 this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law; or (ii) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE III

The name and address in the State California of the corporation's initial agent for service of process are: Michael P. Garcia, 200 Fourth Street, Suite 400, Santa Rosa, CA 95401.

ARTICLE IV


(a) 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.

(b) All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable and/or educational purposes, if the organization has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal Internal Revenue law) and has established its tax-exempt status under Revenue and Taxation Code section 23701d (or the corresponding section of any future California revenue and tax law).

Dated: December 16, 2012



Michael Thomsen, Incorporator



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JAN 9 2013

me

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **MAR 29 2013**

COOPER EDUCATION FOUNDATION
C/O MICHAEL THOMSEN
4000 MONTGOMERY DR STE F
SANTA ROSA, CA 95405

Employer Identification Number:
46-1743411
DLN:
17053071311003
Contact Person:
RENEE RAILLEY NORTON ID# 31172
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
December 17, 2012
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

COOPER EDUCATION FOUNDATION

Sincerely,

A handwritten signature in black ink that reads "Holly O. Paz". The signature is written in a cursive style with a large, stylized "H" and "P".

Holly O. Paz
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-PC