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CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

FILED Secretary of State State of California

JUL - 2 2014

Handwritten initials

ICC

The undersigned certify that:

1. They are the president and secretary, respectively, of GREEN DOT PUBLIC SCHOOLS, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:
"The name of this corporation is GREEN DOT PUBLIC SCHOOLS CALIFORNIA."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. This 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: June 25, 2014

Signature of Cristina de Jesus

Cristina de Jesus, President

Signature of Jon Goodman

Jon Goodman, Secretary





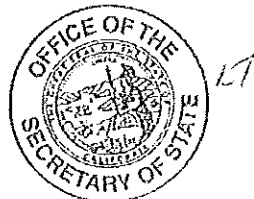
I hereby certify that the foregoing transcript of _____ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUL 09 2014 GR

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 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

FEB - 7 2006

BRUCE McPHERSON
Secretary of State

40539992

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

FEB - 2 2006

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

Steve Barr and Shane Martin certify that:

- 1 They are the president and secretary, respectively, of the GREEN DOT EDUCATIONAL PROJECT, a California non-profit public benefit corporation
- 2 The articles of incorporation of this corporation are hereby revoked in their entirety and are amended and replaced by the following articles of incorporation:

ARTICLE I.

The name of this corporation is GREEN DOT PUBLIC SCHOOLS.

ARTICLE 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 general purposes of this corporation are to receive, invest, and utilize funds and property acquired from local, state and federal governments and through the solicitation of contributions, donations, grants, gifts, bequests and the like in order to promote education, lessen the burdens of government and promote social welfare.

C. The specific purposes of this corporation are to oversee and administer public schools, including charter schools, and to foster an educational environment in which these schools can best promote the interests of their students.

ARTICLE III.

A. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the general and specific purposes of this corporation.

B. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted under Section 501(h) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, provided that this corporation has made an election under said section of said Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other 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 of 1986, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE V.


A. The property of this corporation is irrevocably dedicated to charitable, religious, scientific, literary, artistic or educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and no part of the net income or assets of this corporation shall ever inure to the benefit of, or be distributed to any of its directors, trustees, officers, members or any private individuals, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

B. 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 for one or more exempt purposes within the meaning of Section 501(c)(3), or the corresponding section of any future federal tax code, (a) to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, scientific and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by decree of the Superior Court of the county in which this corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party, exclusively for such purposes or to such organization or organizations, as said Superior Court shall determine, which are organized and operated exclusively for such charitable purposes. Such decree of the Superior Court may be waived if the Attorney General makes a written waiver of objections to the disposition."

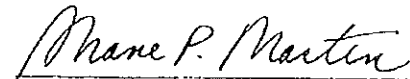
3. This corporation has no members.
4. This amendment was approved by the board of Directors.

We 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.

DATED as of November 10, 2005.



Steve Barr, President



Shane Martin, Secretary



CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Steve Barr and Shane Martin certify that:

1. They are the president and secretary, respectively, of the GREEN DOT EDUCATIONAL PROJECT, a California non-profit public benefit corporation
2. The articles of incorporation of this corporation are hereby revoked in their entirety and are amended and replaced by the following articles of incorporation:

"ARTICLE I.

The name of this corporation is GREEN DOT PUBLIC SCHOOLS.

ARTICLE 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 California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The general purposes of this corporation are to receive, invest, and utilize funds and property acquired from local, state and federal governments and through the solicitation of contributions, donations, grants, gifts, bequests and the like in order to promote education, lessen the burdens of government and promote social welfare.

C. The specific purposes of this corporation are to oversee and administer public schools, including charter schools, and to foster an educational environment in which these schools can best promote the interests of their students.

ARTICLE III.

The name and address in the State of California of this corporation's initial agent for service of process is:

Marshall Tuck
350 South Figueroa
Suite 213
Los Angeles, California 90071

ARTICLE IV.

A. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the general and specific purposes of this corporation.

B. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted under Section 501(h) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, provided that this corporation has made an election under said section of said Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

Notwithstanding any other provision of these articles, this corporation shall not carry on any other 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 of 1986, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE VI.

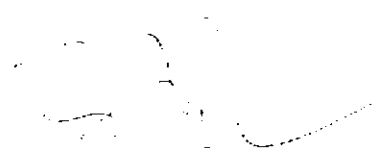
A. The property of this corporation is irrevocably dedicated to charitable, religious, scientific, literary, artistic or educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and no part of the net income or assets of this corporation shall ever inure to the benefit of, or be distributed to any of its directors, trustees, officers, members or any private individuals, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

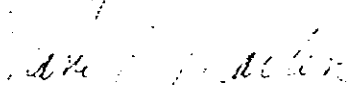
B. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), or the corresponding section of any future federal tax code, (a) to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, scientific and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by decree of the Superior Court of the county in which this corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party, exclusively for such purposes or to such organization or organizations, as said Superior Court shall determine, which are organized

and operated exclusively for such charitable purposes. Such decree of the Superior Court may be waived if the Attorney General makes a written waiver of objections to the disposition."

We 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: November 10, 2005



Steve Barr, President

Shane Martin, Secretary



2045179



SECRETARY OF STATE

I, *BILL JONES*, 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

JUN 23 1999



Bill Jones

Secretary of State

2045179

ARTICLES OF INCORPORATION
OF
GREEN DOT EDUCATIONAL PROJECT

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

JUN 23 1999

DILL JONES, Secretary of State

I.

The name of this corporation is GREEN DOT EDUCATIONAL PROJECT.

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 Non-profit Public Benefit Corporation Law for charitable purposes.

B. The specific purpose of this corporation is to collect and receive contributions and to dispose of funds exclusively for charitable, religious, scientific, literary, artistic or educational purposes.

III.

The name and address in the State of California of this corporation's initial agent for service of process is:

Steve Barr
322 Sunset Ave.
Venice, CA 90291

IV.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

V.

A. This corporation is organized and operated exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provision of any successor statute.

B. 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 any candidate for public office.

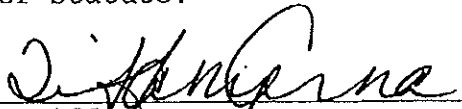
VI.

The property of this corporation is irrevocably dedicated to charitable or educational purposes and no part of the net income or assets of this corporation shall ever inure 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 either charitable or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

VII.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 of 1986, or the corresponding provision of any successor statute or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any successor statute.

Dated: June 23, 1999


Tiffany Cerna

