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CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION

FILED
Secretary of State
State of California VM

FEB 19 2019

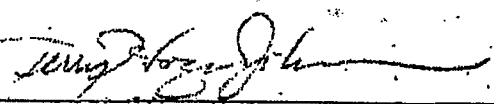
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Terry Hogan Johnson and Judith Rutkin certify that:


1. They are the President and the Secretary, respectively, of Francis in the Schools, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Articles of Incorporation, which are incorporated by this reference as if set forth in full in this Certificate.
3. The foregoing amendment and restatement has been duly approved by this corporation's Board of Directors.
4. This corporation has no members.
5. The foregoing amendment and restatement has been duly approved by the Designator.

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 of our own knowledge.

DATED: February 17, 2019


Terry Hogan Johnson, President

DATED: February 12, 2019


Judith Rutkin, Secretary

ARTICLES OF INCORPORATION
OF
FOLLOWING FRANCIS

ARTICLE I

The name of this corporation is Following Francis.

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 specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), meeting the requirements of Section 214 of the California Revenue and Taxation Code, that help to end hunger and homelessness and to lift people out of poverty.

ARTICLE III

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, 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 distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable and 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 any director, officer, or member (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes, meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and that has established its tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE V

Any amendment to these Articles of Incorporation shall require the written approval of the person then holding the status of Designator of the corporation, as defined in the Bylaws of this corporation.



I hereby certify that the foregoing
transcript of 3 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 20 2019

Date: _____ *KM*

Alex Padilla
ALEX PADILLA, Secretary of State