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For more information regarding the content of this material, please contact the Charter Schools Division by phone at 916-322-6029 or by e-mail at charters@cde.ca.gov.

Appendix A

Articles of Incorporation, Bylaws, Conflict of Interest Policy

1770601

ARTICLES OF INCORPORATION
OF
TODAY'S FRESH START

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

SEP 25 1995

*This is the law I changed, you need
to be made*

Bill Jones
BILL JONES, Secretary of State

I

The name of this corporation is: TODAY'S FRESH START.

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 purpose of this corporation is to assist in the scholastic betterment of under-privileged youths.

III

The name and address in the State of California of this corporation's initial agent for service of process is: Mrs. Jeanette Parker, 4508 Crenshaw Boulevard, Los Angeles, California 90043.

IV

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501, subdivision (c)(3) of the Internal Revenue Code.

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 publication or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

V

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, subdivision (c)(3) of the Internal Revenue Code.

Dated: September 21, 1995


ALAN G. NOVODOR

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


ALAN G. NOVODOR

BYLAWS OF
TODAY'S FRESH START,
a California nonprofit corporation

ARTICLE I. OFFICES

Principal Office

Section 1.01. The principal office of the Corporation for its transaction of business is located in the City of Los Angeles and County of Los Angeles, California.

Change of Address

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Los Angeles, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Members Prohibited

Section 2.01. The Corporation shall not have any members.

Effect of Prohibition

Section 2.02. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Non-Profit Religious Law in the members shall vest in the Directors.

ARTICLE III. DIRECTORS

Number

Section 3.01. The Board of Directors shall have not less than three (3) Directors nor more than five (5) Directors. The exact number of Directors shall be fixed from time to time, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted by

approval of the Board of Directors, as the term is defined in Section 5032 of the Corporations Code.

Qualifications

Section 3.02. The Directors of the Corporation shall be residents of the State of California.

Term of Office

Section 3.03. Each director shall hold office for the term of two (2) years and until a successor Director has been elected and qualified.

Nomination

Section 3.04. Any person qualified to be a Director under Section 3.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

Section 3.05. The Directors shall be elected at each regular meeting of the Board of Directors as prescribed by Section 3.07 of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 3.02 of these Bylaws.

Compensation

Section 3.06. The Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board.

Meetings

Call of Meetings

Section 3.07(a). Meetings of the Board may be called by the President, any Vice-President, the Secretary or any two (2) Directors.

Place of Meetings

(b) All meetings of the Board shall be held at the principal office of the Corporation.

Date and Time of Meetings

(c) Regular meetings of the Board of Directors shall be held, without notice, on the fifteenth day of the months of January and September at 10:00 A.M. If any day fixed for the regular meetings of the Board of Directors falls on a Saturday, Sunday or legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day which is not a Saturday, Sunday or legal holiday.

Special Meetings

(d) Special meetings of the Board may be called by the President, any Vice-President, the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Notice of the special meeting need not be given to any Director who signs a waiver of notice, a written consent to holding the meeting, or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

(e) A majority of the current number of Directors constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

Transactions of Board

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles, or these Bylaws.

Conduct of Meetings

(g) The President or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment

(h) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 3.08. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Removal of Directors

Removal for Cause

Section 3.09(a). The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court; or
- (2) The Director has been convicted of a felony; or
- (3) The Director has failed to attend two (2) consecutive meetings of the Board.

Removal Without Cause

(b) Any Director may be removed without cause if such removal is approved by the Board of Directors within the meaning of Section 5032 of the California Corporations Code.

Resignation of Director

Section 3.10. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Vacancies on the Board

Causes

Section 3.11(a). Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

Filling Vacancies

(b) Except as otherwise provided in these Bylaws, and except for a vacancy created by the removal of a Director pursuant to Section 3.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 3.07(d) of these Bylaws; or (3) a sole remaining Director.

ARTICLE IV. OFFICERS

Number and Titles

Section 4.01. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Chief Financial Officer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer shall serve concurrently as the President.

Appointment

Section 4.02. The officers of the Corporation shall be chosen by and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Duties of Officers

President

Section 4.03(a). The President shall be the general manager and chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. Such officer

shall preside at all meetings of the Board of Directors. Such officer shall perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock of any bonds, debentures, or other evidences of indebtedness of any other corporation or corporations owned or possessed by the Corporation.

Vice-President

(b) In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Secretary

(c) The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

Chief Financial Officer

(d) The Chief Financial Officer of the Corporation shall keep and maintain in written form, or in any other form capable of being converted into written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall at all times be open to inspection by any Director of the Corporation. The Chief Financial Officer shall deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall render to the President and the Directors, on request, an account of all such officer's transactions as Chief Financial Officer and of the financial condition of the Corporation. The Chief Financial Officer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

Resignation and Removal of Officers

Section 4.04. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

ARTICLE V. COMMITTEES

Committees of Directors

Section 5.01. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board of Directors or in any committee;
- (b) Fix compensation of the Directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) Appoint any other committees of the Board of Directors or the members of these committees;
- (f) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; and
- (g) Approve any transaction (1) to which the Corporation is a party and one or more Directors have a material financial interest; or (2) between the Corporation and one or more of its Directors; or (3) between the Corporation and any other entity in which one or more of the Directors have a material financial interest.

Meetings and Actions of Committees

Section 5.02. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee

and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Definitions

Section 6.01. For the purpose of this Article,

(a) "agent" means any person who is or was a Director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, office employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation.

(b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "expenses" includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Successful Defense by Agent

Section 6.02. To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 6.03 through 6.05 shall determine whether the agent is entitled to indemnification.

Actions Brought by Persons Other Than the Corporation

Section 6.03. Subject to the required findings to be made pursuant to Section 6.05, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, Director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of California Corporations Code Section 9243, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Action Brought by or on Behalf of the Corporation

Section 6.04(a). Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition, or for any expenses incurred in defending against the proceeding.

(b) Claims and suits awarded against agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 6.05, below, must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnification for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Determination of Agent's Good Faith Conduct

Section 6.05. The indemnification granted to an agent in Sections 6.03 and 6.04 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, that he or she acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding;

(ii) The affirmative vote (or written ballot in accordance with these Bylaws) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum);

(iii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

Limitations

Section 6.06. No indemnification or advance shall be made under this Article, except as provided in Sections 6.02 or 6.05(b)(iii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the Board of Directors, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Advance of Expenses

Section 6.07. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Contractual Rights of Nondirectors and Nonofficers

Section 6.08. Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Insurance

Section 6.09. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Section.

Fiduciaries or Corporate Employee Benefit Plan

Section 6.10. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 6.01 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE VII. RECORDS AND REPORTS

Inspection by Directors

Section 7.01. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Annual Report

Section 7.02. The annual report to Directors referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the Directors of the Corporation as they consider appropriate. However, the Corporation shall provide to the Directors who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by California Corporations Code Section 6322.

ARTICLE VIII. CONSTRUCTION AND DEFINITIONS

Section 8.01. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

ARTICLE IX. OBJECTIVES AND PURPOSES

Section 9.01. The objectives of this Corporation shall be:

- (a) To hold and manage property and funds for charitable and eleemosynary purposes, including the assistance and support of charitable and eleemosynary institutions, associations, and undertakings.
- (b) For the prevention of cruelty to children and animals.

(c) To make donations for the public welfare or for community funds, hospital, charitable, educational, scientific or civic purposes.

(d) 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 or officer thereof or to the benefit of any private person. Upon dissolution or winding up of the Corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit 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.

CERTIFICATE OF SECRETARY

OF

TODAY'S FRESH START,
a California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising 13 pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on February 15, 1996.

Dated: February 15, 1996

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FRANCINE PIERCE JACKSON, Secretary

Addendum

Section 9.01 NON-DISCRIMINATORY POLICY

e.) The Today's Fresh Start School admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

CERTIFICATE OF CONSENT

TODAY'S FRESH START, a California nonprofit corporation, makes the following statements:

1. It maintains an office at 4508 Crenshaw Boulevard, Los Angeles, California 90043. Service of process may be made at this office on any corporation designating it as agent for service of process.

2. The name of each person employed by it at this office to whom it authorizes the delivery of a copy of service of process is as follows:

Jeanette Grattan Parker, President
Clark Parker, Chief Financial Officer

3. It consents that delivery of any service of process to any of the above-named persons at the officer where that person is employed shall constitute delivery of that process to it, as agent.

Dated: 2/15, 1996

TODAY'S FRESH START,
a California nonprofit corporation

JP
JEANETTE GRATTAN PARKER, President

WAIVER OF NOTICE AND CONSENT
TO HOLDING OF FIRST MEETING
OF INCORPORATOR AND DIRECTORS
OF

TODAY'S FRESH START,
A CALIFORNIA NONPROFIT CORPORATION

The undersigned, ALAN G. NOVODOR, being the Incorporator of TODAY'S FRESH START, a California nonprofit corporation (the "Corporation"), and JEANETTE GRATTAN PARKER, CLARK PARKER and FRANCINE PIERCE JACKSON, being all of the Directors of the Corporation, do hereby waive notice and consent to the holding of a special meeting of the Incorporator and Board of Directors of the Corporation to be held at 4508 Crenshaw Boulevard, Los Angeles, California 90043, on the 15th day of February, 1996, at 10:00 A.M., for the purpose of holding the first meeting of Directors to adopt the bylaws of the Corporation, to adopt a corporate seal, to elect the officers of the Corporation, to provide for a depository for the funds of the Corporation and to authorize certain officers to deal with corporate funds, to adopt a fiscal year for the Corporation, to determine the principal office of the Corporation, to provide for the payment of the expenses of incorporation and organization of the Corporation, and to transact such other business as may be brought before said meeting.

The undersigned further request that this waiver and consent be filed with the corporate records for the purpose of showing that the business transacted at the meeting is valid and of the same force and effect and though had at a meeting duly held after regular call and notice.

Dated: 2/15, 1996

JS
ALAN G. NOVODOR, Incorporator

JS
JEANETTE GRATTAN PARKER, Director

JS
CLARK PARKER, Director

JS
FRANCINE PIERCE JACKSON, Director

MINUTES OF FIRST MEETING OF INCORPORATOR
AND FIRST BOARD OF DIRECTORS
OF

TODAY'S FRESH START,
A CALIFORNIA NONPROFIT CORPORATION

A meeting of the Incorporator and first Board of Directors of TODAY'S FRESH START was held at 4508 Crenshaw Boulevard, Los Angeles, California 90043, at 10:00 A.M. on the 15th day of February, 1996, pursuant to the waiver of notice and consent thereto signed by the Incorporator and all of the Directors.

The following Incorporator and Directors were present: Alan G. Novodor, Incorporator; Jeanette Grattan Parker, Director; Clark Parker, Director; and Francine Pierce Jackson, Director.

The meeting was called to order by Alan G. Novodor, Incorporator. Alan G. Novodor suggested the appointment of a temporary chairman and temporary secretary. On motion made, seconded, and unanimously carried, Jeanette Grattan Parker was appointed Temporary Chairman and Francine Pierce Jackson was appointed Temporary Secretary.

A waiver of notice was presented and ordered filed with the minutes of this meeting,

The Temporary Chairman reported that the original Articles of Incorporation of the Corporation had been filed in the office of the Secretary of State on the 25th day of September, 1995. The Temporary Chairman presented to the meeting a certified copy of said Articles of Incorporation and the Temporary Secretary was directed to insert said copy in the book of minutes of the Corporation.

The Temporary Secretary presented a draft of bylaws to the meeting, which were read section by section, and discussed. Upon motion made, seconded and unanimously carried, the following preambles and resolutions were duly adopted:

WHEREAS, there has been presented to this meeting a form of Bylaws for the regulation of the affairs of this Corporation; and

WHEREAS, it is deemed to be to the best interest of this Corporation that said Bylaws be adopted by this Board of Directors as and for the bylaws of this Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws presented to this meeting and discussed hereat be and the same hereby are adopted as and for the Bylaws of this Corporation; and

RESOLVED, that the Secretary of this Corporation be and hereby is, authorized and directed to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the book of minutes of this Corporation, and to see that a copy of said Bylaws, similarly certified, is kept at the principal office of the Corporation for the transaction of the business of the Corporation, in accordance with Section 5160 of the California Corporations Code.

The Temporary Secretary then presented for approval of the Board a proposed seal of the Corporation, consisting of two concentric circles with the words "TODAY'S FRESH START" and the words and figures "Incorporated September 25, 1995, California," in the form and figures as follows:

(seal)

On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the corporate seal in the form, words, and figures presented to this Board be and the same is hereby adopted as the seal of this Corporation.

The Temporary Chairman stated that nominations were in order for the election of officers of the Corporation, which should be a president, a vice-president, a secretary, and a chief financial officer. Thereupon, the following slate of officers was nominated:

Jeanette Grattan Parker, President
Francine Pierce Jackson, Vice-President
Francine Pierce Jackson, Secretary
Clark Parker, Chief Financial Officer

There being no other nominations, upon motion made, seconded, and unanimously carried, the slate of officers nominated was duly elected to hold office until their respective successors are duly elected. Each officer so elected, being present, accepted their office, and the elected President and Secretary acted throughout the balance of the meeting as President and Secretary, respectively.

To provide for a depository for the funds of this Corporation, and to authorize certain officers to deal with corporate funds, the following resolutions were adopted:

RESOLVED, that this Corporation establish in its name one or more deposit accounts with the Bank of Los Angeles, Los Angeles, California, upon such terms and conditions as may be agreed upon with said bank, and that the following named officers of this Corporation be, and they hereby are, authorized to establish such account or accounts; and

RESOLVED, that Jeanette Grattan Parker, President, Francine Pierce Jackson, Vice-President/Secretary, and Clark Parker, Chief Financial Officer, of this Corporation, or any two of them be, and they hereby are, authorized to withdraw funds of this Corporation from said account or accounts upon checks of this Corporation signed as provided herein with signatures duly certified to said bank by the Secretary of this Corporation, and said bank is hereby authorized to honor and pay any and all checks so signed, including those drawn to the individual order of any officer or other person authorized to sign the same.

The matter of the adoption of a fiscal year was then considered. After discussion, upon motion made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the fiscal year end of this Corporation be and the same hereby is fixed as December 31st of each year.

Upon motion made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the principal office of this Corporation be and it hereby is fixed as 4508 Crenshaw Boulevard, Los Angeles, California 90043.

In order to provide for the payment of the expenses of incorporation and organization of this Corporation, on motion made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the Chief Financial Officer of this Corporation be, and hereby is, authorized and directed to pay the expenses of incorporation and organization of this Corporation.

There being no further business to come before the meeting, on motion made, seconded, and unanimously carried, the meeting was adjourned.



FRANCINE PIERCE JACKSON, Secretary

**TODAY'S FRESH START
AMENDMENTS TO BYLAWS**

AT A DULY CALLED MEETING ON JUNE 25, 2003 OF THE BOARD OF DIRECTORS OF TODAY'S FRESH START, THE FOLLOWING AMENDMENTS TO THE CORPORATION'S BYLAWS WERE DULY MOTIONED AND PASSED. ALL DIRECTORS WERE PRESENT. THE FOLLOWING AMENDMENTS TO THE CORPORATION'S BYLAWS WERE ADOPTED:

ARTICLE III. DIRECTORS: SECTIONS 3.01. AND 3.01(C) OF THE BYLAWS ARE HEREBY AMENDED TO READ AS FOLLOWS:

ARTICLE III. DIRECTORS

NUMBER

"SECTION 3.01 THE BOARD OF DIRECTORS SHALL HAVE NOT LESS THAN THREE (3) DIRECTORS NOR MORE THAN SEVEN (7) DIRECTORS. THE EXACT NUMBER OF DIRECTORS SHALL BE FIXED FROM TIME TO TIME, WITHIN THE LIMITS SPECIFIED IN THIS BYLAW, BY AN AMENDMENT TO THIS BYLAW DULY ADOPTED BY APPROVAL OF THE BOARD OF DIRECTORS, AS THE TERM IS DEFINED IN SECTION 5032 OF THE CORPORATIONS CODE."

DATE AND TIME OF MEETINGS

"SECTION 3.01(C) REGULAR MEETINGS OF THE BOARD OF DIRECTORS SHALL BE HELD WITH NOTICE TWICE PER CALENDAR YEAR, ONCE DURING THE PERIOD OF JANUARY THROUGH JUNE AND ONCE DURING THE PERIOD JULY THROUGH DECEMBER., ON THE DATE AND TIME AS FIXED AND/OR AGREED TO BY THE BOARD OF DIRECTORS AND NOTICED BY THE PRESIDENT."

DATED: JUNE 25, 2003

/s/
PATRICIA DICK, SECRETARY

Today's Fresh Start Charter School

CONFLICT OF INTEREST POLICY

Article I

Purpose

The purpose of this Conflict of Interest Policy ("Policy") is to protect the interests of Today's Fresh Start Charter School, a California nonprofit public benefit corporation (the "Corporation"), when it contemplates entering into a transaction or arrangement that might benefit the private interests of an officer, director, or any other person in a position of authority within the Corporation or might result in a possible excess benefit transaction as defined by Internal Revenue Code section 4958. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit organizations and any California public accountability codes which may apply. In the event of any inconsistency with California law, California law shall prevail.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Corporation has entered into or proposes to enter into any transaction or arrangement;

b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has entered into or proposes to enter into any transaction or arrangement; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation entered into or proposes to enter into any transaction or arrangement.

However, notwithstanding the above and consistent with California Corporations Code section 5233-5234, 310, as applicable regarding self-dealing transactions, a financial interest shall not include: (1) the compensation, typically director and officer stipends, per meeting fees and reimbursement of expenses, of a director as a director or officer of the Corporation; (2) a transaction which is part of a public or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) result in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program; or (3) a transaction, of which the interested director or directors have no actual knowledge, and which does not exceed the lesser

of I percent of the gross receipts of the Corporation for the preceding fiscal year or one hundred thousand dollars (\$100,000).

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any transaction or arrangement to which the Corporation is a party where there is an actual or possible conflict of interest, the interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the potentially interested person, a determination must be made about whether an actual conflict of interest exists. The disinterested board or committee members shall determine on a case by case basis whether the disclosed interest constitutes an actual conflict of interest.

3. Procedures for Addressing the Conflict of Interest

a. If it is determined that there is a conflict of interest, the interested person may make a presentation at the board or committee meeting and may answer questions regarding factual information related to the transaction or arrangement. The interested person shall abstain from otherwise participating in any discussions and votes concerning the transaction or arrangement.

b. The chairperson of the board or committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Corporation's best interest, for the Corporation's own benefit, and whether the transaction or arrangement is fair and reasonable to the Corporation. In conformity with the

above determination, the board or committee shall make its decision as to whether to enter into the transaction or arrangement.

e. Notwithstanding the foregoing, compliance with the any of the approval procedures set forth in California Corporations Code section 5233 regarding self-dealing transactions shall constitute compliance with this policy.

4. Violations of the Conflict of Interest Policy

a. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of meetings of the board and all committees with board-delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision *as to* whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any proposed alternatives, and a record of any votes taken in connection with the transaction or arrangement.

Article V Compensation

a. A voting member of the board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation, except for compensation, typically director and officer stipends, per meeting fees and reimbursement of expenses, of a director as a director or officer of the Corporation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation, except for compensation, typically director and officer stipends, per meeting fees and reimbursement of expenses, of a director *as* a director or officer of the Corporation.

c. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI
Annual Statements**

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the Conflict of Interest Policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

**Article VII
Periodic Reviews**

To ensure that the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII
Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.