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**-FILED-**

File No.: 6532013

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**ARTICLES OF INCORPORATION  
OF  
THRIVE LICENSED EDUCATIONAL PSYCHOLOGY**

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is Thrive Licensed Educational Psychology.

**ARTICLE II  
PURPOSE OF CORPORATION**

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

**ARTICLE III  
AGENT FOR SERVICE OF PROCESS**

This corporation's initial agent for service of process is San Diego Corporate Law, A Professional Law Corporation.

**ARTICLE IV  
CAPITALIZATION**

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total number of such shares authorized to be issued is ten thousand (10,000) shares.

## ARTICLE V -- BUSINESS ENTITY ADDRESSES

A. The street address of the corporation shall be:

3140 Silky Oak Road  
Roseville, CA 95747

B. The mailing address of the corporation shall be:

P.O. Box 90834  
San Diego, CA 92169

## ARTICLE VI – LIMITATIONS ON DIRECTOR LIABILITY

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

## ARTICLE VII – DIRECTOR AND OFFICER INDEMNIFICATION

The corporation is authorized to provide indemnification of agents (as defined in Corporations Code § 317) for breach of duty to the corporation and its shareholders through Bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Corporations Code § 317, subject to the limits on such excess indemnification set forth in Corporations Code § 204.

  
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Michael J. Leonard, Esq.  
Incorporator