

FILED EFFECTIVE

ARTICLES OF AMENDMENT TO

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF XAVIER CHARTER SCHOOL, INC.

Pursuant to the provisions of Section 30-3-58, 59, 60 and 61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation:

FIRST: The name of the corporation as created by the issuance of a Certificate of Incorporation dated the 14th day of November, 2006, is XAVIER CHARTER SCHOOL, INC.

SECOND: The following amendments of the Articles of Incorporation were adopted by the Board of Directors of the corporation on the 9th day of August, 2007, in the manner prescribed by the Idaho Business Corporation Act.

ARTICLE II: NOT FOR PROFIT has been restated with the following additional paragraphs:

The Corporation is a nonprofit corporation (aka Organization) under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

The Corporation (aka Organization) is organized exclusively for educational and charitable purposes within the meaning of Section 501©(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the Corporation (aka Organization) shall not carry on any other activities not permitted to be carried on; (a) by an organization exempt from Federal Income tax under Section 501©(3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue Law), or (b), by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

IDAHO SECRETARY OF STATE
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ARTICLE X: DISSOLUTION shall be restated as follows:

The Corporation (aka Organization) may be dissolved only upon compliance with one of the following conditions:

- (a) One or more public agencies assume all duties and responsibilities of the Corporation; or,
- (b) Merger or consolidation with a corporation or organization operated exclusively for educational and charitable purposes to carry out duties and responsibilities of the Corporation including the specific financial accounts as required by the By-Laws and/or Declaration.

Upon compliance with the above requirements, the Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Board of Directors.

Upon the winding up and dissolution of the Corporation (aka Organization), other than incident to a merger or consolidation, and after paying or adequately providing for the debts and the obligations of the Corporation (aka Organization), the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational and charitable purposes and which has established its tax exempt status under Section 501© (3) of the Internal Revenue Code. No part of the assets of such dissolution shall inure to the benefit of any member, director, or officer.

THIRD: All of the Directors voted in favor of the amendments as set forth.

Dated this 2nd day of August, 2007.

By: Debbie Jackson

DEBBIE JACKSON Board Secretary

By: [Signature]

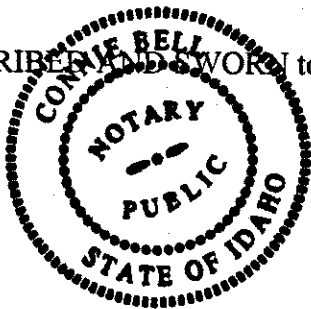
PAT BROWN Board Member

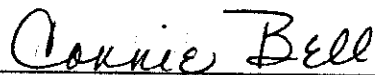
STATE OF IDAHO)
)ss
County of Twin Falls)

Debbie Jackson, being duly sworn upon oath, deposes and says as follows: That she is the Secretary of the Board in the above entitled corporation, that she has read the above and foregoing Articles of Amendment to Articles of Incorporation and knows the contents thereof, and that the facts therein stated are true as she verily believes.


Debbie Jackson, Board of Directors Secretary

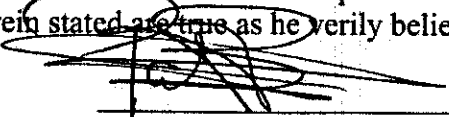
SUBSCRIBED AND SWORN to before me this 21st day of August, 2007.



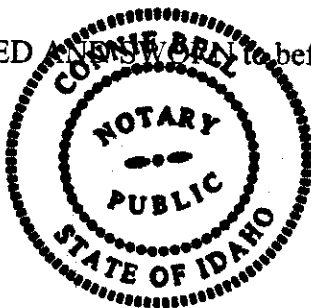

NOTARY PUBLIC FOR IDAHO
Residing at Twin Falls, Idaho
My Commission Expires: 11-24-12

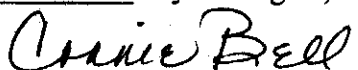
STATE OF IDAHO)
)ss
County of Twin Falls)

Patrick D. Brown, being duly sworn upon oath, deposes and says as follows: That he is a Member of the Board in the above entitled corporation, that he has read the above and foregoing Articles of Amendment to Articles of Incorporation and knows the contents thereof, and that the facts therein stated are true as he verily believes.


Patrick D. Brown, Member of Board of Directors

SUBSCRIBED AND SWORN to before me this 21st day of August, 2007.




NOTARY PUBLIC FOR IDAHO
Residing at Twin Falls, Idaho
My Commission Expires: 11-24-12