

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
XAVIER CHARTER SCHOOL, INC.

10 APR 29 PM 12:41
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-3-90 and 94 of the Idaho Nonprofit Corporation Act, the undersigned adopts the following Amended and Restate 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 Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the corporation on the 22nd day of April 2010, in the manner prescribed by the Idaho Nonprofit Corporation Act.

THIRD: All of the Directors of the corporation voted in favor of these Amended and Restated Articles of Incorporation.

FOURTH: The corporation's Articles of Incorporation are amended and restated as follows:

The undersigned natural persons over the age of eighteen (18) years, acting as incorporators of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for said corporation:

ARTICLE I
NAME

The name of this nonprofit corporation shall be Xavier Charter School, Inc. (hereinafter the "Corporation").

ARTICLE II
NOT FOR PROFIT

The Corporation is a nonprofit corporation 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 is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the Corporation 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(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by an organization, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III ADDRESS

The principal office of the Corporation is located at 1218 North College Road West, Twin Falls, Idaho 83301.

ARTICLE IV DURATION

The duration of the Corporation is perpetual.

ARTICLE V PURPOSES AND POWERS

The purpose of this Corporation shall be to provide additional education methods and opportunities to the community pursuant to Idaho Code. To accomplish this end the Corporation shall have the power to:

- (1) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Bylaws of the Corporation.
- (2) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Bylaws, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges imposed against the property of the Corporation.
- (3) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain real or personal property in connection with the affairs of the Corporation.
- (4) Participate in mergers and consolidations with other nonprofit Corporations organized for the same purposes or annex additional property and Common Area, subject to those restrictions contained in the Bylaws and any amendments thereto.
- (5) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Laws of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE VI DIRECTOR LIABILITY

No directors shall be individually liable for any acts or omissions while serving as a director of the Corporation.

ARTICLE VII MEMBERSHIP

This corporation shall not issue shares of stock evidencing membership and shall have no voting members.

ARTICLE VIII BOARD OF DIRECTORS

The Corporation shall be managed by a board of directors of at least five (5) directors. Any action which would otherwise by law require approval by a majority of all members shall require only approval of the Board of Directors. All rights which would otherwise by law vest in the members shall vest in the Board of Directors.

At the annual meeting of the Board of Directors, the Board shall elect directors for a term of three (3) years. Vacancies during the terms shall be filled by appointment by the vote of the majority of the remaining directors.

The names and addresses of the current board of directors are:

Scott Hunsaker 428 Whispering Pine Twin Falls, Idaho 83301	Jeff Bulkley 2669 East 4256 North Twin Falls, Idaho 83301	Emily Huber 1464 Anny Dr E Twin Falls, ID 83301
Teresa Berry 773 Monroe Street Twin Falls, Idaho 83301	Tracey Meyerhoeffer 4036 North 2250 East Filer, Idaho 83328	Shawn Willsey 315 Falls Avenue Twin Falls, Idaho 83303

ARTICLE IX DISSOLUTION

The Corporation 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 Bylaws 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, other than incident to a merger or consolidation, and after paying or adequately providing for the debts and obligations of the Corporation, 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(c)(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 of the Corporation.

ARTICLE X REGISTERED OFFICE AND AGENT

The street address of the corporation's registered office is **1423 Spruce Creek Loop, Nampa, Idaho 83686**. The name of the corporation's registered agent at said initial registered office is **Christine Ivie**.

ARTICLE XI LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or officers, but the Corporation 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 Article V (Purposes and Powers) hereof.

ARTICLE XII OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistance officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed in the Bylaws.

ARTICLE XIII AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors, and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Idaho law.

Amendments to these Articles of Incorporation shall require the assent of two-thirds (2/3) of the Directors.

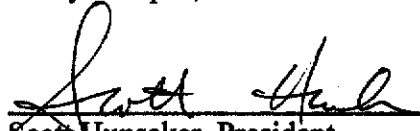
ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Idaho.

ARTICLE XV BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

In Witness Whereof, these Amended and Restated Articles of Incorporation were
unanimously approved and adopted on the 27th day of April, 2010.



Scott Hunsaker, President