

For Office Use Only

**AMENDED AND RESTATED ARTICLES OF INCORPORATION -FILED-
OF
Coeur du Christ Academy, Inc.**

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ARTICLE I

The name of this corporation shall be Coeur du Christ Academy Inc.

ARTICLE II

This corporation is organized exclusively for religious, charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under the section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More specifically, for the purpose of establishing, operating and maintaining religious schools, bookstores, school related activities, camps, field trips, retreats, internet or other educational activities, and any other ministry program that may be approved by the Board of Directors, all of which are established to provide opportunities for spiritual, physical, intellectual, social and cultural development consistent with, and in furtherance of, the Company's Statement of Faith. This corporation is a religious nonprofit corporation established pursuant to the laws of the State of Idaho. The powers and authority of this corporation shall be as follows:

- a) To operate under the name set forth in Article I above;
- b) To employ qualified legal counsel and other necessary personnel reasonably related to fulfilling the above referenced purposes of this corporation and which may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code;
- c) To maintain offices for the purposes set forth above;
- d) To raise funds and accept financial aid from any source in order to carry out the purposes hereof and to engage in any activity in furtherance of, incidental to, or connected with any of these purposes.
- e) To conduct its activities in accordance with, and subject to, all applicable state and federal laws and regulations;
- f) To make contracts and own property in the name of the organization;
- g) By its Board of Directors, to appoint such officers and employees as may be decreed proper, define their authority and duties, fix their compensation, require bonds of such of them as it deems advisable and dismiss such officers or employees, or any other agent in its sole

discretion or delegate such authority.

- h) To acquire, hold, operate, mortgage, hypothecate and dispose of any property (real, personal or mixed) whenever necessary or appropriate to the carrying out of its lawful functions;
- i) To exercise such incidental powers as may reasonably be necessary to carry out the business for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with tax exempt status under 501(c)(3) of the Internal Revenue Code of the United States.
- j) This corporation is formed without any purpose of pecuniary profit to an individual and shall have no capitol stock; however, the corporation shall be authorized to pay reasonable compensation for services rendered to the corporation and to make payments in furtherance of the purposes set forth herein;
- k) The corporation shall not engage in activity prohibited for an exempt corporation organized pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.
- l) To adopt By-Laws regulating the manner in which its officers and employees shall be appointed, its property transferred and the privileges granted to it by law are exercised and enjoyed;

ARTICLE III

The name and post office address, in the State of Idaho, of the corporation's registered agent is Kellen Clemens, 618 E Wallace Avenue, Coeur d Alene, ID 83814

ARTICLE IV

The number of directors of this corporation shall be not less than the number required by the laws of the State of Idaho, the exact number and qualifications thereof to be established in the By-Laws. The Board of Directors shall conduct all of the business of this corporation, except those tasks specifically delegated to its Officers and select committees. The names and addresses of the current directors, who are to serve as directors until their successors are elected and shall qualify, are as follows:

Kellen Clemens	618 E Wallace Avenue, Coeur d Alene, ID 83814
Allison Howard	618 E Wallace Avenue, Coeur d Alene, ID 83814
Skyler Kressin	618 E Wallace Avenue, Coeur d Alene, ID 83814
Thomas Yep	618 E Wallace Avenue, Coeur d Alene, ID 83814
Eric Kenner	618 E Wallace Avenue, Coeur d Alene, ID 83814

ARTICLE V

The names and addresses of the original incorporators are as follows:

Kellen Clemens	618 E Wallace Avenue, Coeur d Alene, ID 83814
Allison Howard	618 E Wallace Avenue, Coeur d Alene, ID 83814
Skyler Kressin	618 E Wallace Avenue, Coeur d Alene, ID 83814

ARTICLE VI

The mailing address of the corporation is currently 618 E Wallace Avenue, Coeur d Alene, ID 83814.

ARTICLE VII

The corporation shall have no members and the duration of this corporation shall be perpetual.

ARTICLE VIII

This corporation is formed without any purpose of pecuniary profit to an individual and shall have no capitol stock; however, the corporation shall be authorized to pay reasonable compensation for services rendered to the corporation, other than for service on its Board of Directors, and to make payments in furtherance of the purposes set forth herein.

ARTICLE IX

The corporation shall not engage in activity prohibited for an exempt corporation organized pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE X

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE XI

Upon dissolution of the corporation for any cause, all of the assets and property, both real and personal, then owned by this corporation shall revert to and become the property of a non-profit 501(c)(3) religious non-profit corporation or church selected by the Board of Directors, provided, however, that the just debts and liabilities of the corporation shall first be paid. Upon dissolution, none of the assets or property shall devolve to the benefit of any officer, director, or employee of this corporation.


ARTICLE XII

These Articles may be amended by a majority vote of the incorporators or a 2/3 majority vote of any subsequently established Board of Directors.

ACKNOWLEDGMENT

The undersigned, being the duly elected President of the Corporation and an original incorporator, hereby certifies that this Idaho Religious Non-Profit Corporation has no members and therefore, these RESTATED AND AMENDED ARTICLES OF INCORPORATION consist exclusively of matters which do not require member approval pursuant to section 30-30-705, Idaho Code, and were, adopted by a unanimous vote of the incorporators on October 24, 2022, and the same do constitute the Articles of the Corporation.

DATED this 14th day of November, 2022.


Kellen Clemens, President