

Loveland Classical Schools
Amended and Restated
Articles of Incorporation



ARTICLE I

The name of the corporation is Loveland Classical Schools.

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

The corporation is organized in accordance with the laws of the State of Colorado and, specifically, the Colorado Revised Nonprofit Corporation Act. The corporation is organized and shall be operated exclusively for charitable or educational purposes. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection 501(h) of the Code), and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office or in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c) (3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

Each parent or legal guardian of a student enrolled at the school shall be a member of the corporation. Such membership shall cease automatically when the student is no longer enrolled. Each member shall have one vote for the election of parent board of director members, but shall have no other voting rights. Cumulative voting is not allowed.

ARTICLE IV

The corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado, except as expressly provided in these Articles. In addition, the corporation may do everything necessary, suitable or proper to the accomplishment of any of its corporate purposes. The corporation may conduct part or all of its business in any other part of Colorado, of the United States or the world and may hold, purchase, lease and convey real and personal property in any of such places.

ARTICLE V

A. All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under Section 4942 of the Code.

B. The corporation shall not (i) engage in any self-dealing (as defined in Section 4941(d) of the Code); (ii) return any excess business holdings (as defined in Section 4943(c) of the Code); (iii) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE VI

A. The business and affairs of the corporation shall be managed by a board of directors, which shall be appointed and elected as provided in the bylaws.

B. The board of directors shall consist of not fewer than three (3) persons and not more than seven (7) persons who shall serve for terms determined in accordance with the bylaws of the corporation, but are eligible to be re-appointed or re-elected for a second term as provided in the bylaws. These appointed or elected directors may serve two consecutive terms but then must wait a minimum of one year before re-appointment or re-election.

C. The number of directors may be increased or decreased (but not to less than three) from time to time in accordance with law and with the bylaws of the corporation, but no decrease shall have the effect of shortening the term of an incumbent director.

ARTICLE VII

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are

directors or officers or are financially interested shall be either void or voidable solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose, if: (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof, which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by the Colorado Revised Nonprofit Corporation Act, as amended.

ARTICLE IX

A. The corporation shall indemnify, to the extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expenses arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the corporation. The corporation shall further have the authority to the full extent permitted by law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.

B. In no case, however, shall the corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times, no payment shall be made under this Article X if such payment would constitute any act of self-dealing (as defined in Section 4941(d) of the Code) or a taxable expenditure (as defined in Section 4945(d) of the Code).

ARTICLE X

A. The corporation may be dissolved by a two-thirds (2/3) vote of the directors of the corporation.

B. Upon dissolution of this corporation, its assets shall be distributed to the corporation's authorizer or, if no such distribution is possible, for one or more exempt purposes within the meaning of section 501(c)(3) of the Code (or the corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the district court

of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XI

The articles of incorporation may be altered, amended or repealed with the approval of a majority vote of the directors for the corporation in office.

ARTICLE XII

The initial bylaws of the corporation shall be as adopted by the directors. Except to the extent limited by the Colorado Revised Nonprofit Corporation Act, the directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. The bylaws of the corporation may contain any provisions for the managing and regulating of the affairs of the corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no bylaw shall have the effect of giving any director or officer of the corporation or any other individual any proprietary interest in the corporation's property, whether during the term of the corporation's existence or as an incident to its dissolution.

ARTICLE XII

The registered office for the corporation shall be 3835 14th St. SW, Loveland, Colorado 80537, and the registered agent at such address shall be Loveland Classical Schools, Attn: Board of Directors.

The principal office for the corporation shall be 3835 14th St. SW, Loveland, Colorado 80537.

ARTICLE XIII

The name and address of the incorporator is:

Loveland Classical Schools
3835 14th St. SW
Loveland, CO 80537

Executed this 27th day of August 2015.


Daniel Filler, Board President