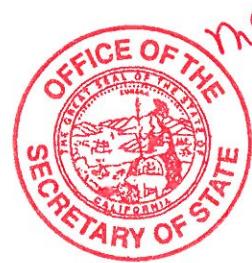




# State of California

## SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 26 2002

Secretary of State

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DESERT CATHOLIC HIGH SCHOOL  
A California Non-Profit Public Benefit Corporation**

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

**SEP 03 2002**

**BILL JONES, Secretary of State**

The undersigned certify that:

1. They are the President and the Secretary, respectively, of DESERT CATHOLIC HIGH SCHOOL, a California Non-Profit Public Benefit Corporation.
2. The Articles of Incorporation of this Corporation are amended and restated to read as follows:

**I.**

The name of the corporation is **XAVIER COLLEGE PREPARATORY HIGH SCHOOL.**

**II.**

A. This Corporation is a **RELIGIOUS CORPORATION** and is not organized for the private gain of any person. It is organized under the Non-Profit Religious Corporation Law primarily for religious purposes.

B. The specific purpose of this Corporation is to construct, maintain and operate a Catholic High School in the Coachella Valley, Riverside County, California, and to provide a nurturing educational environment for the development of talent and skills of high school students.

**III.**

[Omitted]

#### IV.

A. This Corporation is organized and operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

B. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Any private school operated by the Corporation shall have a racially nondiscriminatory policy which means that the school shall admit students of any race to all the rights, privileges, programs and activities generally accorded and/or made available to students at the school and the school shall not discriminate on the basis of race in the administration of its educational policies, admission policies, scholarship and loan programs, and athletic or school administered programs.

#### V.

A. The property of this Corporation is irrevocably dedicated to charitable, religious and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or members thereof or to the benefit of any private person.

B. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operating exclusively for charitable, religious and educational purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### VI.

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:

A. The Corporation shall distribute its income for each taxable year at a time and in a manner that will not subject the Corporation to the tax on undistributed income imposed by

section 4942 of the Internal Revenue Code of 1986.

B. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986.

C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986.

D. The Corporation shall not make any investments that will subject it to tax under Section 4944 of the Internal Revenue Code of 1986.

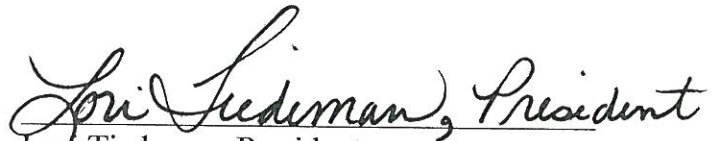
E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

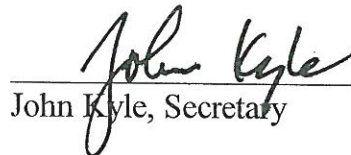
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: July 30, 2002

  
Lori Tiedeman, President

  
John Kyle, Secretary

