

Restated
Certificate of Formation with New Amendments
Of
Katherine Anne Porter School,
A Texas Nonprofit Corporation

This Restated Certificate of Formation is submitted for filing pursuant to Section 3.059 of the Texas Business Organizations Code. This Restated Certificate of Formation restates the original certificate of formation.

Article 1.
Entity Name and Type

The name of the entity as currently shown in the records of the Secretary of State and the type of filing entity is Katherine Anne Porter School, a Texas nonprofit corporation (the "Corporation"). The Corporation's date of formation is December 14, 1995, and its assigned file number is 138110101.

Article 2.
Duration

The period of the Corporation's duration is perpetual.

Article 3.
Registered Agent and Registered Office

The Corporation's registered agent is Coni Wilson. The street address of the registered agent is 515 FM 2325, P.O. Box 2053, Wimberley TX 78676. The registered address of the Corporation is 515 FM 2325, P.O. Box 2053, Wimberley TX 78676. The registered agent has consented to the appointment in writing pursuant to Section 5.201(b) of the Texas Business Organizations Code. The written consent shall be maintained in the Corporation's records.

Article 4.
Management

The management of the Corporation's affairs is vested in its Board of Trustees pursuant to Section 22.201 of the Texas Business Organization Code. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Trustees. Such trustees shall hold office in accordance with the bylaws of the Corporation. The number of trustees may be increased or decreased by amending the bylaws of the Corporation and no decrease shall have the effect of shortening the term of any incumbent trustee. The number of trustees may not be decreased to less than three (3). The number of directors constituting the initial Board of Trustees and the names and addresses of the persons who are to serve as directors until the organizational meeting of the board or until their

successors are elected and qualified are as follows:

<i>Name</i>	<i>Trustees</i>	<i>Address</i>
David P Bland	Board Member	16 Wildcat Hollow, Kyle TX 78640
Yana M. Bland	Board Member	16 Wildcat Hollow, Kyle TX 78640
Rose Corrales	Board Member	705 Sledge Street, Kyle TX 78640

Article 5.

Membership

The members of the Corporation shall be full-time employees of the Corporation, part-time employees of the Corporation, parents of enrolled students and legal guardians of enrolled students.

Article 6.

Purposes

The Corporation is organized and shall be operated for charitable and educational purposes, including, the operation of a charter school on one or more campuses located in the State of Texas. The Corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Subject to the foregoing, the Corporation may engage in any lawful activity for which non-profit corporations may be formed under the Texas Business Organizations Code.

Article 7.

Amendments

- (1) These Restated Articles accurately copy the Original Articles and all amendments thereto in effect as of the date hereof, without substantive change except as follows:
 - (a) *Article 4 – Management, has changed.*
 - (b) *Article 5 – Membership, has changed.*
 - (c) *Article 6 – Purposes, has been amended.*
 - (d) *Article 8 - Additional Restrictions and Requirements, has been changed.*
 - (e) *Article 9 – Indemnification of Trustees and Officers, had been changed.*
 - (f) *Article 10 – Limitation on Scope of Liability, has been changed.*
 - (g) *Article 11 – Governing Documents, has been added.*
 - (h) *The numbers and orders of paragraphs have been changed.*
 - (i) *Throughout the document, punctuation and abbreviations have been changed.*
- (2) Each of the amendments contained in these Restated Articles have been effected in accordance with the requirements of the Texas Business Organizations Code and the Corporation's governing documents. The board of directors of the Corporation unanimously approved the amendments and these Restated Articles.
- (3) This Restated Certificate of Formation becomes effective upon filing with the Texas Secretary of State.

Article 8.
Restrictions and Requirements

No Private Inurement: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 this Restated Certificate of Formation.

No Prohibited Activities: 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Dissolution: The Corporation is a Texas nonprofit corporation. Upon dissolution of the Corporation, all of its assets will be distributed as an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

Article 9.
Immunity of Trustees and Officers

To the fullest extent permitted by the Texas Business Organizations Code, as such may be limited by, but, to the fullest extent permitted by the Texas Education Code, any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a trustee or officer of the Corporation or (ii) while a trustee or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, officer, partner, venturer, proprietor, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, shall be granted immunity from liability.

Article 10.
Limitation on Scope of Liability

A trustee of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the trustee's capacity as a trustee, except that this Article does not eliminate or limit the liability of a trustee of the Corporation to the extent the trustee is found liable for:

- . (i) a breach of the trustee's duty of loyalty to the Corporation or its members;
- . (ii) an act or omission not in good faith that constitutes a breach of duty of the trustee to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- . (iii) a transaction from which the trustee received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the trustee's office; or,
- . (iv) an act or omission for which the liability of a trustee is expressly provided by an applicable statute.

If Chapter 7 of the Texas Business Organizations Code or any other statute of the State of Texas hereafter is amended to authorize the further elimination or limitation of the liability of trustees of the Corporation, then the liability of a trustee of the Corporation shall be limited to the fullest extent permitted by the statutes of the State of Texas, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation on the liability of a trustee of the Corporation provided by the foregoing provisions of this Article.

Any repeal of or amendment to this Article shall be prospective only and shall not adversely affect any limitation on the liability of a trustee of the Corporation existing at the time of such repeal or amendment.

Article 11. Governing Documents

The Corporation's Board of Trustees shall have the exclusive right to amend, alter, revoke or repeal the bylaws or to adopt new bylaws, from time to time, and shall have the exclusive right to amend, alter or change this Restated Certificate of Formation, from time to time.

Article 12. Organizer

The name of the Corporation's organizer is Lisa McClanahan. The street address of the Corporation's organizer is 515 FM 2325, P.O. Box 2053, Wimberley TX 78676.

The undersigned organizer affirms that the person designated as registered agent has provided written consent to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument, and certifies under penalty of perjury that the undersigned is authorized by the entity to execute this instrument.

Signature of Organizer

Lisa McClanahan
Printed Name of Organizer

