

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FAITHFUL SHEPHERD CATHOLIC SCHOOL

The undersigned, for the purpose of continuing a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and all future laws amendatory and supplementary thereto, adopt the following Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were duly adopted pursuant to Chapter 317A of the Minnesota Statutes and supersede the original Articles of Incorporation and all amendments thereto:

ARTICLE I
NAME

The name of this corporation is: Faithful Shepherd Catholic School (the “Corporation”).

ARTICLE II
PURPOSE AND POWERS

This Corporation is organized and shall be operated exclusively for educational, charitable, and/or religious purposes and shall be subject to and operated in conformance with the laws, rules, regulations and standards established and permitted by Section 170(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), as amended. Within the framework and limitations of the foregoing, this Corporation is also organized to maintain and operate a Catholic School and parish center for and in conjunction with the parishes of The Church of St. Thomas Becket of Eagan, Minnesota, The Church of St. John Neumann of Eagan, Minnesota, and The Church of St. Peter, of Mendota, Minnesota, and their successors (the “Sponsoring Parish(es)”) and the surrounding community which shall be known as Faithful Shepherd Catholic School (the “School”). The School shall be operated in a non-discriminatory fashion consistent with the Non-Discrimination Policy set forth in the Bylaws of the Corporation. The Corporation and the school shall be grounded in the rich traditions, values, ideals, laws, theology, teachings and doctrines of the Catholic tradition as practiced by the Roman Catholic Church in The Archdiocese of Saint Paul and Minneapolis.

For such purposes, this Corporation shall have and may exercise all powers that are afforded to this Corporation by the Minnesota Non-profit Corporation Act and by any future laws amendatory thereof and supplementary thereto; provided, however, that this Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation that is described in and contributions to which are deductible for federal income and estate tax purposes under, Sections 170(c)(2) and 2055(a) of the Code.

ARTICLE III
DURATION

The existence of the Corporation shall be perpetual.

ARTICLE IV
REGISTERED OFFICE

The registered office of this Corporation is located at:

Street Address -- Faithful Shepherd Catholic School
3355 Columbia Drive
Eagan, Minnesota 55121.

ARTICLE V
MEMBERS

The Corporation shall not have members.

ARTICLE VI
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The Board of Directors shall be composed of nine (9) members, appointed in equal numbers by each of the Sponsoring Parishes, with equal voting privileges.

Of the three members appointed by each of the Sponsoring Parishes, one shall be the Pastor, who shall be deemed appointed by the Archbishop of The Archdiocese of St. Paul and Minneapolis (the "Archbishop"). In the event no Pastor is assigned to such Sponsoring Parish, such other person as is designated by the Archbishop; (e.g., the parish canonical administrator or interim parish life administrator) shall be deemed the "Pastor" for purposes of these Articles. The remaining two members shall be appointed by the Pastor or the Archbishop, one of which must be a parent or legal guardian of a student in the School as of the time of appointment.

The number of directors may be increased if approved by a two-thirds (2/3) vote of the Board of Directors and by the Archbishop. Any additional members may be appointed by the Sponsoring Parishes, at-large, or as may otherwise be determined by the Board of Directors and with voice and voting privileges as determined by the Board of Directors and approved by the Archbishop.

ARTICLE VII
CANONICAL ADMINISTRATOR OF THE SCHOOL

One of the Pastors of the Sponsoring Parishes, or such other person as selected by the Archbishop, shall be appointed by the Archbishop as the Canonical Administrator of Faithful Shepherd Catholic School. The Canonical Administrator shall be the President of the

Corporation. The Canonical Administrator shall support, advise and supervise the Principal of the School in the implementation of the approved school policies and guidelines, shall have primary responsibility to oversee the Catholicity of the School, and shall have such other duties as directed by the Archbishop or as specified or permitted by the Articles of Incorporation or Bylaws, as amended by the Corporation from time to time.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each person who is a member of the Board of Directors, an officer of the Corporation or member of any committee of the Board of Directors together with each person who is or was serving the Corporation as an appointed representative to some other entity, for actions taken and decisions made by such persons on behalf of the Corporation and within the scope of the duties and authority of such person. All such persons shall be indemnified for any action taken in their official capacity to the full extent permitted under Minn. Stat. § 317A.521. The officers and members of the Board of Directors shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation.

ARTICLE IX
PECUNIARY GAIN - INUREMENT

The Corporation shall not, incidentally or otherwise, afford pecuniary gain to any of the members of the Board of Directors. No part of the net earnings of the Corporation shall inure to the benefit of any officer or director of the Corporation, or officer, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in the performance of its charitable and educational purposes and reimbursement of reasonable out-of-pocket expenses is permitted. Except as permitted by applicable law, this Corporation shall not lend money to, or guarantee the obligation of, any director or officer of this Corporation.

ARTICLE X
POLITICAL ACTIVITY

Not more than an insubstantial part of the activities of the Corporation shall include carrying on propaganda or otherwise attempting to influence legislation, 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.

ARTICLE XI
SEAT ASSIGNMENT

The Sponsoring Parishes and the School shall strive to maintain substantially equal student access to, and representation in, the School for students registered from or through each of the Sponsoring Parishes consistent with any guidelines set forth in the Articles of Incorporation and the Bylaws of the Corporation and/or as may be interpreted or amended as set forth therein.

ARTICLE XII
ARBITRATION

In the event that, after a reasonable time, the Board of Directors or Sponsoring Parishes are unable to resolve a conflict involving the School which may constitute a threat to the continuation of the School or the reasonable operation of the School, any of the Sponsoring Parishes or the Board of Directors may appeal for conflict resolution to the Archbishop of the Archdiocese of St. Paul and Minneapolis.

If, after a reasonable time, the conflict has not been resolved through whatever informal or other processes may be directed by the Archbishop, such conflict shall be referred for decision to the Archdiocesan Due Process-Binding Arbitration procedures, as amended from time to time. A decision resulting from binding arbitration pursuant to the Archdiocesan Due Process-Binding Arbitration procedures shall be final and binding with respect thereto and shall be, insofar as possible, consistent with the spirit and terms of the Sponsoring Parish Agreement and the Articles of Incorporation and Bylaws of the Corporation.

ARTICLE XIII
RECEIPT OF GIFTS, BEQUESTS, ETC.

In furtherance and not in limitation of the powers conferred by law, the Corporation may take, receive and hold real and personal property, including the principal and interest of any money or other fund that is given, conveyed, bequeathed, devised to or otherwise vested in the Corporation in trust for a purpose consistent with the purposes set forth in these Articles of Incorporation and the rules and regulations and policies established by The Archdiocese of Saint Paul and Minneapolis for schools within The Archdiocese of Saint Paul and Minneapolis. The Corporation may invest trust property or its proceeds in accordance with the law of the State of Minnesota and the rules, regulations and policies of The Archdiocese of Saint Paul and Minneapolis.

ARTICLE XIV
AMENDMENTS

Except as otherwise specifically provided herein, these Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors who are appointed and holding office in accordance with these Articles and with the provisions of Minnesota Non-profit Corporation Act, as amended, provided that such amendments to the Articles of Incorporation could lawfully be included or omitted from the original Articles at the time the amendment is made, and provided such amendment is made so as to continue to qualify this corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended, or such section or any provision of federal law as is or may hereafter be applicable. The amendment shall not be effective, however, until approved in writing by The Archbishop of The Archdiocese of Saint Paul and Minneapolis. Any revisions or amendments to this Article shall require the unanimous vote of the Board of Directors.

ARTICLE XV
DISSOLUTION, MERGER, CONSOLIDATION OR TRANSFER

The following action by the Board of Directors shall require the affirmative vote of two-thirds (2/3) plus one (1) of the Directors who are appointed and holding office at a meeting of the Board of Directors provided that notice of the meeting along with notice of the proposed action be given in accordance with the Bylaws:

- (1) The sale, lease, transfer or disposition of all or substantially all of the Corporation's property and assets;
- (2) The merger or consolidation with any other Corporation; and
- (3) The voluntary dissolution of the Corporation.

Any action taken by the Board of Directors as set forth in this paragraph shall not be effective without the consent of the Sponsoring Parishes and until approved in writing by The Archbishop of The Archdiocese of Saint Paul and Minneapolis.

ARTICLE XVII
DISSOLUTION; DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, its property and assets shall be distributed in accordance with the laws of the State of Minnesota; provided, however, that after the payment of all liabilities and obligations of the Corporation and all costs and expenses incurred by the Corporation in connection with its dissolution, and subject to any condition or executory or special limitation requiring, by reason of dissolution of the Corporation, the reversion, return, transfer or conveyance of any property or assets held by the Corporation, any and all remaining property and assets of the corporation shall be distributed equitably to the Sponsoring Parish corporations, all Minnesota religious parish corporations organized and existing under Minn. Stat. § 315.15, subject to the approval of the Archbishop. If said parish corporations are no longer in existence, the property and assets shall be distributed to The Archdiocese of Saint Paul and Minneapolis, a Minnesota religious diocesan corporation organized and existing under Minn. Stat. § 315.16, to be used for educational purposes. If the Sponsoring Parishes cannot agree on an equitable distribution, the Archbishop will make a determination after recommendations from each Sponsoring Parish. Notwithstanding the above distribution upon dissolution, in no event will assets be distributed to an organization that does not qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under such section or any provision of federal law as is or may hereinafter be applicable.