

**ARTICLES OF AMENDMENT
OF
PARNASSUS PREPARATORY SCHOOL**

The undersigned, being the Secretary of Parnassus Preparatory School, a Minnesota non-profit corporation, pursuant to and in accordance with the provisions of Minnesota Statutes, Section 317A.139, hereby certifies as follows:

1. The true and correct name of the corporation is Parnassus Preparatory School.
2. The corporation currently has no members, but pursuant to the amendments set forth on Exhibit A this corporation will have members with limited voting rights.
3. On July 6, 2010, all of the directors of the corporation, pursuant to and in accordance with the provisions of Minnesota Statutes Sections 317A.239 and 317A.133, adopted the following resolutions in writing:

"RESOLVED:

That the Articles of Incorporation of Parnassus Preparatory School are hereby amended and restated in their entirety to read as set forth on Exhibit A attached hereto and by this reference incorporated herein.

RESOLVED
FURTHER:

That the Second Amended and Restated Articles of Incorporation set forth on Exhibit A shall supersede and replace in their entirety the existing Articles of Incorporation and all amendments thereto.

RESOLVED
FURTHER:

That the officers of this corporation are hereby authorized, empowered and directed to execute and deliver all documents and to do all other things necessary, appropriate and expedient, in the discretion of the President of this corporation, to carry into full force and effect the foregoing resolutions."

4. A true and correct copy of said Exhibit A, setting forth in full the Second Amended and Restated Articles of Incorporation of Parnassus Preparatory School is attached hereto.

5. The foregoing amendment and restatement of the Articles of Incorporation of Parnassus Preparatory School was adopted pursuant to and in accordance with Minnesota Statutes Chapter 317A.

IN WITNESS WHEREOF, I have subscribed my name this 6th day of July, 2010.

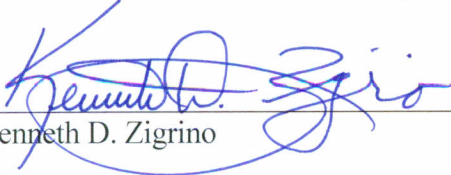

Kenneth D. Zigrino

EXHIBIT A

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PARNASSUS PREPARATORY SCHOOL

ARTICLE I. NAME

The name of the corporation shall be Parnassus Preparatory School.

ARTICLE II. PURPOSES AND POWERS

The purpose of this corporation is to form and operate, pursuant to Minnesota Statutes Chapter 124D.10, a public charter school in the State of Minnesota committed to developing the intellect and character of every student through a rigorous, systematic and comprehensive K-12 program with a Classical curriculum grounded in the Trivium, and this corporation shall possess all powers necessary and appropriate in connection therewith, including but not limited to all those powers expressly conferred upon non-profit corporations by Minnesota Statutes Chapter 317A, as it may from time to time be amended, together with those powers implied therefrom.

Notwithstanding the foregoing or any other provisions of these Second Amended Articles of Incorporation, this corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and accordingly:

a) All of the work of the corporation shall be carried out and all funds of the corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, religious, educational, literary and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, all in accordance with Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

b) No part of the earnings or assets of the corporation will in any event inure to the benefit of or be distributable to its directors, 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 Article II;

c) 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;

d) The corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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; and

e) No director, trustee or officer of the corporation or private individual shall be entitled to share in the distribution of any of the corporate assets upon liquidation, dissolution or winding up of the corporation; however, nothing contained in these Articles shall be construed to prevent a distribution from the properties of the corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the directors, trustees or officers of the corporation may be connected or associated with the distributee as shareholder, member, trustee, director, officer or in any other capacity.

ARTICLE III. DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV. NO PECUNIARY GAIN

The corporation does not and shall not afford pecuniary gain, incidentally or otherwise, to its directors, trustees or officers, except that the corporation shall be authorized and empowered to pay reasonable compensation to such persons for services rendered.

ARTICLE V. REGISTERED OFFICE

The registered office of this corporation shall be 6640 Eagle Lake Drive, Maple Grove, Minnesota 55369.

**ARTICLE VI
BOARD OF DIRECTORS**

The management of this corporation shall be vested in a Board of Directors. The Bylaws shall set forth the number, qualifications, terms of office and method of selection of directors. The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Laura Bottenfield	6640 Eagle Lake Drive Maple Grove, MN 55369
Greg Friess	7375 Berkshire Court Maple Grove, MN 55311
JP Jongerling	16337 82 nd Place North Maple Grove, MN 55311
Heather Ross	11400 Ashbury Circle Champlin, MN 55316
Kenneth D. Zigrino	12480 Cockspur Court Eden Prairie, MN 55347

Kenneth D. Zigrino and Heather Ross shall be Class A directors, whose terms shall expire at the annual meeting occurring in the first year of school operations; JP Jongerling shall be a Class B Director, whose term shall expire at the annual meeting occurring in the second year of school operations; and Laura Bottenfield and Greg Friess shall be Class C directors, whose terms shall expire at the annual meeting occurring in the third year of school operations.

**ARTICLE VII.
LIMITATION OF LIABILITY**

The directors, trustees and officers of this corporation shall have no personal liability for corporate obligations.

**ARTICLE VIII.
NO CAPITAL STOCK**

This corporation shall have no capital stock.

**ARTICLE IX.
MEMBERS**

This corporation shall have members, with such qualifications and rights as established in the By-laws.

**ARTICLE X.
DISSOLUTION**

In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary or by operation of law, and except as otherwise required by Minnesota Statutes Chapter 124D.10, the remaining property and assets of the corporation shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE XI.
AMENDMENT**

These Articles may be amended in any manner now or hereafter prescribed by the By-laws except that a two-thirds (2/3) vote of the entire Board of Directors shall be required for the adoption or approval of any amendment by the Board of Directors.