



State of Missouri
Jason Kander, Secretary of State
 Corporations Division
 PO Box 778 / 600 W. Main St., Rm. 322
 Jefferson City, MO 65102

N00735488
Date Filed: 11/8/2016
Jason Kander
Missouri Secretary of State

**Articles of Amendment
 for a Nonprofit Corporation**

(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

1. The name of corporation is Guadalupe Educational System, Inc. Charter #: N00735488

2. The amendment was adopted on: 8/25/2016 and changed article(s) One - Twelve To state as follows:
Month/day/year

Article Ten was amended to direct how the funds of the not for profit would be distributed upon its winding up.

New Name (if applicable) _____

3. If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5):

4. If approval by members was required, check here and provide the following information:

A. Number of memberships outstanding _____

B. Complete either C or D:

C. Number of votes for and against amendment(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____

D. Number of undisputed votes cast for amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:
_____	_____

The number of votes cast in favor of the amendments(s) by each class was sufficient for approval by that class.

5. If the corporation is a public benefit corporation, notice has been given to the attorney general as required by subsection 1 of section 355.676. Check here:

6. If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained:

7. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: _____
(Date may not be more than 90 days after the filing date in this office)

In Affirmations thereof, the facts state above are true and correct.

(The undersigned understands that false statement made in this filing are subject to the penalties provided under Section 575.040, RSMo)

<u>Kristobal Louis Medina</u> <i>Authorized Signature of officer or chairman of the board</i>	<u>KRISTOBAL LOUIS MEDINA</u> <i>Printed Name</i>	<u>PRESIDENT</u> <i>Title</i>	<u>11/07/2016</u> <i>Date of Signature</i>
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Name and address to return filed document:

Name: Russell Nasteff

Address: Email: marknasteff@naqlaw.com

City, State, and Zip Code: _____

10P-10990544

ORI-11082016-1311 State of Missouri
 No of Pages 5 Pages



Amend/Restate - Non-Profit

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GUADALUPE EDUCATIONAL SYSTEM, INC.**

The undersigned President, being a natural person over the age of eighteen, for the purpose of amending and reforming a nonprofit corporation under the Missouri Nonprofit Corporation Act, adopts the following Amended and Restated Articles of Incorporation.

ARTICLE ONE

The name of the corporation is **Guadalupe Educational System, Inc.**

ARTICLE TWO

The corporation is a public benefit corporation and is so designated for the purposes of the Missouri Nonprofit Corporation Act.

ARTICLE THREE

The principal place of business, physical and mailing address of the Corporation is 1015 Avenida Cesar E. Chavez, Kansas City, Missouri 64108. The name of the Corporation's registered agent is Cristobal Medina.

ARTICLE FOUR

The Directors shall serve without compensation and the number of Directors to constitute the Board of Directors shall be no less than three (3) and shall be fixed and established by the By-Laws of the Corporation. The powers and duties of the Directors shall be set forth in the Corporation's By-Laws. The Directors shall have the qualifications, shall be appointed or elected in the manner and for the terms set forth in the Corporation's By-Laws.

ARTICLE FIVE

The sole member of the Corporation shall be Guadalupe Centers, Inc. The management of the Corporation shall be solely vested in the Board of Directors.

ARTICLE SIX

The duration of this Corporation shall be perpetual.

ARTICLE SEVEN

The Corporation is organized exclusively for charitable, scientific and educational purposes. The term charitable, scientific and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, as

amended, or the corresponding provisions of any future federal internal revenue laws then in effect. The purpose of the Corporation is the following:

1. To control and operate educational institutions, including but not limited to Alta Vista Charter High School and all school operations, and any other educational institutions to be created which shall come under the control of the Corporation and shall be formed consistent with the Corporation's By-Laws. This corporation shall expand and promote its educational services to the fullest extent possible.
2. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the Corporation, and to sell, assign, and release the securities.
3. To erect, purchase, lease, rent, or otherwise acquire, own and operate and to hold, use, operate and develop, or to sell or otherwise dispose of any office building, or buildings, or any space in any building or buildings, whether office, mercantile or manufacturing, storage, dockage, warehouse or otherwise.
4. To enter into all contracts, create evidence of indebtedness, borrow money, execute mortgages, lease, etc.
5. To do, perform or carry out such other acts or deeds as the Corporation may deem necessary to fulfill its business and charitable purposes.
6. To engage in any activity that is permitted by the Missouri Nonprofit Corporation Act.

ARTICLE EIGHT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its member, Board of Directors, trustees, officers, or other private persons, except that this 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 Article Eight. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE NINE

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future 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 tax code.

ARTICLE TEN

Upon the dissolution of this Corporation and after discharging all liabilities and obligations of this Corporation (or making any adequate provision therefore) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this Corporation and after taking any other action required by law, any remaining assets of the Corporation that represent funding from or that were obtained by using federal or state funding shall be distributed to the State of Missouri, Department of Elementary and Secondary Education. The Board of Directors shall distribute the remainder of the assets of the Corporation, if any, to one or more qualifying organizations described in Section 501(c)(3), 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to this Corporation. In the event that a court shall find this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Missouri to be added to the general fund.

ARTICLE ELEVEN

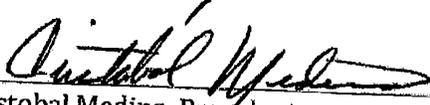
This Corporation may agree to the terms and conditions upon which any director, officer, employee or agents accepts his or her office or position and in its By-Laws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of this Corporation, or any person who serves at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise, to the extent authorized or permitted by the law of the State of Missouri.

Consistent with the foregoing, this Corporation authorizes any further indemnity, as stated in its By-laws, to any past or present director, officer, employee, or agent, or any person who is or was serving at this Corporation's request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE TWELVE

This Corporation reserves the right to alter, amend or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by the laws of the state of Missouri and all rights and powers conferred herein are granted subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Article of Incorporation are signed this 25 day of August, 2016.


Cristobal Medina, President

CERTIFICATE OF AMENDMENT AND RESTATEMENT

WHEREAS,

Guadalupe Educational System, Inc.
N00735488

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me

Articles of Amendment and Restatement of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment and Restatement of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended and restated in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 8th day of November, 2016.