

RESTATED ARTICLES OF INCORPORATION
of
DES MOINES CHRISTIAN SCHOOL ASSOCIATION

SECRETARY OF STATE
05 SEP 26 PM 2:14

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 39 of the Iowa Nonprofit Corporation Act, Chapter 504A of the Code of Iowa (2004) and Section 1701 of the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa (2004), the undersigned nonprofit corporation adopts the following Restated Articles of Incorporation. The Restated Articles contain an amendment requiring approval by the members. At a meeting held on April 26, 2005, the changes to the Restated Articles were approved by a majority vote.

ARTICLE I
THE NAME OF THE CORPORATION AND VOLUNTARY ELECTION

The name of this corporation is DES MOINES CHRISTIAN SCHOOL ASSOCIATION, hereafter referred to in these Articles as the "Association." The Association voluntarily elects to be subject to the provisions of the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa (2004).

ARTICLE II
THE PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Association shall be in the greater Des Moines area of Polk County, Iowa. The address of its registered office in the State of Iowa is 13007 Douglas Parkway, in the City of Urbandale, Iowa, County of Polk, and the name of its registered agent at such address is Robert Stouffer.

ARTICLE III
BASIS AND PURPOSE OF THE ASSOCIATION

The basis of all transactions of the Association is:

1. The divine inspiration of the Bible, the only infallible, authoritative word of God.
2. The trinity of the one true God.
3. The deity of Jesus Christ, His Virgin birth, sinless life, miracles, atonement of our sin by His blood sacrifice, His

resurrection, ascension, and His personal return in power and glory.

4. The necessity of the regeneration of believers by the Holy Spirit.
5. The resurrection of all people; those who are saved to eternal life, and those who are lost to eternal damnation.
6. The spiritual unity of all believers in Christ.
7. The principle of parental establishment, maintenance and control of Christian education.

The purpose of the Association is to establish and maintain Christian schools where the primary emphasis in teaching is the glorification of God by building Christ-like character into the lives of pupils as a foundation for scholastic achievement.

ARTICLE IV MEMBERSHIP

Membership in the Association is attained by each custodial parent/guardian during such time that their child is enrolled at any school established and maintained by the Association ("DMCS") if they sign a document (in the form prescribed by the Board of Directors) stating their approval of and belief in the Basis and Purpose of the Association, *with at least one parent/guardian having a personal relationship with Jesus Christ*, and make timely tuition payments. Membership in the Association is also granted to faculty and other full-time personnel, while such person is employed by the Association. Membership shall be suspended for such parent/guardian during such time that they fail to make timely tuition payments, which for this limited purpose shall mean any period of time during which they are more than sixty days delinquent in tuition payments. For each school year, membership for any parent/guardian shall commence July 1 or, if later, the date such parent/guardian shall meet the membership requirements of the Association, and shall end on June 30 or, if earlier, the date such parent/guardian no longer has a child enrolled at DMCS.

ARTICLE V COMPLIANCE WITH SECTION 501(c)(3)

No part of the earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

furtherance of the purpose set forth in Article III hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association 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 of 1986, as amended (the "Internal Revenue Code") or corresponding provision of any future United States Internal Revenue Laws or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall first pay or make provision for the payment of all the liabilities of the Association. The Board of Directors shall then dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner as the Board of Directors shall determine to such organization or organizations as the Board of Directors shall determine which are organized and operated exclusively for charitable, educational, religious, or scientific purposes, whose doctrinal position is compatible with the basis of the Association and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE VII BYLAWS

The adoption, amendment, alteration, or repeal of the Bylaws shall require the majority vote of the members of the Association who are present at a special or regular meeting held in accordance with the requirements of the Bylaws. The notice of any meeting at which a change of any bylaw will be considered shall include a copy of the proposed change. Notice shall be given as provided in the Bylaws, except that the notice of the meeting and proposed change in the bylaw must be sent not less than fifteen or more than fifty days before the date of the

meeting if it is proposed that any action be taken with respect to the Bylaws at such meeting.

ARTICLE VIII REMOVAL OF DIRECTORS

Any member of the Board of Directors may be removed either with or without cause, at any time, by the affirmative vote of a majority of the members of the Association, taken at a special meeting of members called for that purpose in accordance with the special meeting requirements of the Bylaws. Each director that is being considered for removal must be voted on individually. No more than one-third of the directors may be removed during any thirty-day period.

ARTICLE IX LIABILITY SHIELD

No director of the Association shall have liability to the Association or its members for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following:

1. The amount of a financial benefit received by the director to which the director is not entitled.
2. An intentional infliction of harm on the Association or its members.
3. A violation of Section 504.834 of the Code of Iowa (2004).
4. An intentional violation of criminal law.

ARTICLE X INDEMNIFICATION

The Association shall indemnify any director or former director, officer, employee, member, or volunteer who is serving or has served at the request of the Association to the fullest extent permissible by Sections 504.851 through 504.860, both inclusive, of the Code of Iowa (2004). In the event that such Sections 504.851 through 504.860 shall be changed by action of the legislature, and these Articles are not subsequently amended, then a director, officer, employee, member or volunteer seeking indemnification may, at such person's option, unless otherwise prohibited by law, require that the Association indemnify such person, either as permitted under the provisions of such Sections 504.851 through 504.860 of the Code of Iowa in effect as of the date of these Articles or as permitted under the legislatively amended or substituted provisions relating to

indemnification of directors, officers, employees, members or volunteers.

Furthermore, the Association shall indemnify any director for liability to a person for any action taken, or any failure to take any action, as a director except liability for any of the following:

1. Receipt of a financial benefit to which the person is not entitled.
2. Intentional infliction of harm on the Association or its members.
3. A violation of Section 504.834 of the Code of Iowa (2004).
4. Intentional violation of criminal law.

ARTICLE XI
COMPLIANCE WITH SECTION 504A.39

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as heretofore and hereby amended, have been duly adopted as required by law, and supersede the original Articles of Incorporation of the Association and all amendments thereto.

Dated April 26th, 2005.

DES MOINES CHRISTIAN SCHOOL ASSOCIATION

By  President

By  Secretary

STATE OF IOWA)
) SS.
POLK COUNTY)


, being first duly sworn on oath, depose and state that we are the President and Secretary, respectively, of DES MOINES CHRISTIAN SCHOOL ASSOCIATION, and that we executed the foregoing Restated Articles of Incorporation as the President and

Secretary, respectively, of the Association and that the statements contained therein are true.


Signature


Signature

Subscribed and sworn to before me this 21st day of September, 2005.


Notary Public in and for the
State of Iowa