

Articles of Incorporation  
RESTATED ARTICLES OF INCORPORATION  
WITH AMENDMENTS

OF

THE DENVER CHRISTIAN SCHOOLS

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act § 7-130-103 et al., The Denver Christian Schools, a nonprofit corporation, does hereby amend and restate its Articles of Incorporation. The original Articles of Incorporation were filed with the Colorado Secretary of State on April 8, 1916.

**FIRST:** The name of the Corporation is: The Denver Christian Schools.

**SECOND:** The Corporation shall have perpetual existence.

**THIRD:** The Corporation is formed for the following purposes:

(A) The Corporation is organized exclusively for educational, religious and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 505(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) More specifically, but not by way of limitation, the educational and religious purposes of the Corporation shall include developing and operating one or more private preschools, elementary schools, middle schools and secondary high schools, each with the purpose of providing formal instruction to a defined, regularly enrolled, group of students through the use of full-time and part-time duly and properly credentialed teachers and teaching assistants, with a formal curriculum focusing on both academic and religious information. Each school shall operate at its own physical facilities and location, which may be owned or leased, within the State of Colorado. The religious components of both the curriculum and programs of each school shall be based upon a Reformed understanding of the Christian faith in its teaching and learning. The educational program of each school shall be founded upon the infallible Word of God as interpreted by Reformed teachings expressed in such confessions as the Belgic Confession, Canons of Dort, Heidelberg Catechism, Westminster Confession, and Our World Belongs to God – a Contemporary Testimony. All professional educational personnel shall be required to sign a statement of subscription indicating both their agreement with the Denver Christian Schools' Articles of Incorporation, Mission Statement, Philosophy of Education and Statement of Faith and their agreement to instruct within the framework of the principles outlined therein. They also must be participants in good standing of a church community whose teachings are consistent with the Denver Christian School's Mission Statement, Philosophy of Education and Statement of Faith.

The Corporation shall also have as its purposes: (i) in cooperation with parents to educate covenant children to understand, reclaim, and affirm all of God's creation to his glory, and (ii) develop and maintain such other Christian educational and religious ministries as may be determined by the Board of

Directors.

- (C) Each school operated by the Corporation shall not discriminate, in its policies or practices, against any person on the basis of race, color, nationality or ethnic origin. Neither shall any school discriminate on the basis of race, color, nationality or ethnic origin in the admission of students; the rights, privileges, programs and activities made available to students; the administration and educational policies; any scholarships and loan programs; or athletic or other school administered programs or events.
- (D) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 these Articles of Incorporation. 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 against any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, 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 § 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 § 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**FOURTH:** The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The Corporation shall have all of the rights, privileges, and powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Colorado. The Corporation shall have and may exercise all powers necessary or convenient to accomplish any of the purposes for which the Corporation was organized.

**FIFTH:** Denver Christian Schools Society  
(A) The Corporation shall have Members which shall be referred to and known as the Denver Christian Schools Society, or for the sake of brevity herein, as the "Society". Society members shall be (i) parents or guardians of children who attend one of the Corporation's schools or (ii) alumni, parents of alumni and other persons of interest aligned with the mission and philosophy of the Corporation's schools who in the prior calendar year have made a documented personal donation to the Corporation of a reasonable amount and nature to be determined by the Board of Trustees of the Corporation. Society Members shall be entitled to vote in the election or ratification of persons to serve on the Board of Directors of the Corporation, and on such other matters as are set forth in these Articles, the Bylaws of the Corporation or as required under nonprofit law.

(B) Society Members shall meet at least once each year as determined by the Board of Trustees for the purpose of reviewing the state of the Corporation's finances and programs, approving the operating budget for the coming fiscal year of the Corporation, and electing or ratifying members of the Board of Trustees. The Society Members shall also be required to pre-approve, at a duly and properly called meeting of the Society Members for such purpose, any and all of

the following actions:

- (1) The purchase or sale of any real property by the Corporation; and
- (2) The dissolution of the Corporation; and
- (3) The merger of the Corporation with any other profit or nonprofit corporation or entity.
- (4) The approval of amendments to Articles of Incorporation as set forth in Section Eleven of these Articles.

**SIXTH:** The business and affairs of the Corporation shall be supervised by a Board of Directors (who shall also be known as the "Board of Trustees") consisting of up to fifteen (15) individual voting members. Each Trustee must be a member in good standing of a church whose teachings are consistent with the Denver Christian School's Mission Statement, Statement of Faith and Philosophy of Education, and each Trustee shall be a member of the Society. All Trustees shall be required to sign a statement of subscription indicating their agreement with the Denver Christian Schools' Statement of Faith and Philosophy of Education. However, a minimum of two-thirds of the Trustees shall be members in good standing of a church that professes the Reformed confessions and creeds. The recruitment and nomination of persons to be Trustees shall be the sole responsibility of the then existing Board of Trustees. The term during which any member of the Board of Trustees shall hold office shall be as provided in the Bylaws of the Corporation.

The Board of Trustees shall be responsible for the overall supervision of the affairs of the Corporation and shall exercise the powers granted to the Corporation, except where reserved to the Society Members of the Corporation. The Board of Trustees shall manage and administer the affairs of the Corporation in accordance with the provisions of the Articles of Incorporation as amended, the Bylaws and the laws governing nonprofit corporations in the State of and educational, religious and charitable organizations under the U.S. Internal Revenue Code.

**SEVENTH:** All Trustees and officers of the Corporation shall hereby have their joint and several personal liabilities eliminated and limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act, including but not limited to the provisions in § 7-128-402. All Trustees and officers of the Corporation shall receive indemnification by the Corporation for their acts on behalf of the Corporation to the fullest extent as provided from time to time in the Bylaws of the Corporation and the Colorado Revised Nonprofit Corporation Act.

**EIGHTH:** Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to their impractical or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over, to the Denver Christian Schools Foundation, Inc. to be used to promote Christian Education consistent with the DCS Mission Statement, Statement of Philosophy and Statement of Faith, as determined by said Foundation. Any such assets not so disposed of shall be disposed of by a court of general jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for and to Christian Reformed Church (CRC) and/or Reformed Church of America (RCA) religious educational organizations and purposes as said court shall determine.

**NINTH:** The Corporation may by its Bylaws make any other provisions or requirements

for the arrangement or conduct of the affairs and activities of the Corporation, provided the same be not inconsistent with these Articles of Incorporation, nor contrary to the laws of the State of Colorado or of the United States including § 501(c)(3) of the Internal Revenue Code.

**TENTH:**

Financial Dealings

(A) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by § 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) The Corporation shall not engage in any act of self-dealing as defined in § 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(C) The Corporation shall not retain any excess business holdings as defined in § 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(D) The Corporation shall not make any investments in such manner as to subject it to tax under § 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(E) The Corporation shall not make any taxable expenditure as defined in § 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ELEVENTH:** Any and all future amendments, additions, modifications and restatements of the Articles of Incorporation shall require the prior affirmative vote of two-thirds (2/3) of the Society Members present at a meeting duly called for that purpose. Every member has the right to move for a modification, a revision, or an amendment to the Articles of Incorporation, providing the member notifies the Board in writing at least one month before the next meeting of the Society and providing the motion is approved by the Board. Because Article THIRD (B) affects the fundamental character of the Corporation it may not be amended or repealed. Article ELEVENTH may not be amended or repealed.

**TWELFTH:**

The address of the current registered, principal office of the Corporation is Denver, Colorado 80210, and the name of the registered agent at such address is Larry Baker.

The name and mailing address of the individual who causes this document to be delivered for filing are:  
Carl F. Lansing, Attorney at Law, 15th Denver, Colorado 80202-1642. Revised 5/09