

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
*for*  
**GRAND RAPIDS CHRISTIAN SCHOOLS**  
*a Michigan Nonprofit Corporation*

Pursuant to the provisions of the Michigan Nonprofit Corporation Act, Act 162 of the Public Acts of 1982, as amended (the "Act"), the undersigned Corporation executes the following Amended and Restated Articles of Incorporation:

The present name of the Corporation is Grand Rapids Christian Schools Association.

The corporate identification number (CID) assigned by the Bureau is 724-062.

The date of filing the original Articles of Incorporation was January 31, 1969.

The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto, and shall be the Articles of Incorporation of the Corporation:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the Corporation is Grand Rapids Christian Schools.

**ARTICLE II**  
**PURPOSES**

The purpose or purposes for which the Corporation is formed are as follows:

To acquire, establish, maintain and operate Christian schools furnishing primary and/or secondary education; to grant diplomas to its students who merit the same; to determine and establish curricula in which instructions shall be based upon the infallible Word of God as interpreted by the Reformed faith, together with courses of study as may be approved or specified from time to time by the Board of Trustees; to determine the qualifications of and to hire faculty and administration staffs; to select, acquire and furnish textbooks, educational materials, supplies and equipment; to plan and provide for the expansion of Christian Education in the schools which it controls, and to acquire by purchase, gift or otherwise, such real and personal properties as may be necessary or advisable to promote and carry out the objects of the Corporation.

The Corporation and its schools shall accept enrollment without discrimination as to race, color, sex or national origin. All rights and privileges of the Corporation and its schools shall be afforded to all students.

**ARTICLE III  
ORGANIZATION AND CAPITALIZATION**

1. The Corporation is organized on a non-stock, membership basis.

As of December 31, 2008, the Corporation had personal property assets consisting of cash and accounts receivable with a total value of approximately \$20,815,000 and real property assets consisting of \$69,730,000 (land, buildings, and building improvements) with a total value of approximately \$90,545,000, all subject to certain liabilities.

The Corporation is financed by tuition, dues and assessments; contributions from members and the public; grants, loans, and other financing from charitable foundations and other public and private sources; and income from the Corporation's activities.

**ARTICLE IV  
LOCATION**

The address of the registered office is 1501 Alexander, S.E., Grand Rapids, Michigan 49506. The name of the resident agent at the registered office is Thomas J. DeJonge. The mailing address is the same.

**ARTICLE V  
LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons. However, the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code or (2) by a Corporation whose contributions are deductible under section IRC 170(c)(2) or the corresponding section of any future federal tax code.

**ARTICLE VI  
DURATION**

The term of existence of the Corporation shall be perpetual.

**ARTICLE VII**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

On dissolution of the Corporation, after paying or providing for the payment of all of the liabilities of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of IRC 501(c)(3) or the corresponding section of any future federal tax code. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

**ARTICLE VIII**  
**BOARD OF TRUSTEES**

1. The business, property and affairs of the Corporation shall be managed by or under the direction of a Board of Trustees, consisting of not less than 9 nor more than 13 trustees, the exact number of trustees to be determined from time to time by a resolution adopted by affirmative vote of a majority of the trustees then in office. A trustee shall be at all times a member in good standing of the Corporation, and a trustee shall hold office for a term of three years or until the trustee's death, resignation or removal; provided, however, that a trustee's term may be extended for up to three additional years by affirmative vote of the remaining trustees. Notwithstanding the foregoing, the trustees in office as of the effective date of these Amended and Restated Articles of Incorporation shall continue on the Board of Trustees until the expiration of their respective terms, subject, however, to prior death, resignation or removal from office. In no case will a decrease in the number of trustees approved by Board resolution shorten the term of any incumbent trustee.

2. Each year in which the term of one or more trustees is set to expire and such expiration will result in fewer trustees than the number established by Board resolution, a successor trustee will be elected for each open seat on the Board in the manner provided in the Restated Bylaws, subject to the following:

(a) A slate of qualified candidates for trusteeship shall be both nominated and approved by the existing Board of Trustees;

(b) Each candidate shall be elected by a simple majority of the members present at the annual meeting of the membership, in person or by proxy or absentee ballot;

(c) If the number of candidates elected by the membership exceeds the number of open seats on the board, the new trustees shall be selected by lot from the pool of elected candidates;

(d) If the number of candidates elected by the membership is less than or equal to the number of open seats on the Board of Trustees, the elected candidates shall be seated on the Board of Trustees, and any unfilled seat shall be deemed vacant and

shall be filled by affirmative vote of a majority of the remaining trustees (including any newly elected trustees), even if less than a quorum remains.

3. A trusteeship to be filled by the Board of Trustees due to vacancy shall be filled for a term of office continuing only until the next annual meeting of the members.

4. A trustee or the entire Board of Trustees may be removed with or without cause by affirmative vote of two-thirds of the total number of members or, if such removal is recommended by a majority of the trustees then serving, by affirmative vote of a majority of members present at any meeting of the membership at which a quorum is present.

#### **ARTICLE IX LIMITED LIABILITY FOR VOLUNTEER TRUSTEES AND VOLUNTEER OFFICERS**

1. No volunteer trustee or volunteer officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for a breach of the trustee's or officer's fiduciary duty; provided, however, that this article shall not eliminate or limit the liability, if any, of a trustee or officer for any of the following:

- (a) A breach of the trustee's or officer's duty of loyalty to the Corporation or its members;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of section 551(1) of the Act;
- (d) A transaction from which the trustee or officer derived an improper personal benefit; or
- (e) An act or omission that is grossly negligent.

The Corporation assumes all liability to any person, other than the Corporation or its members, for all acts or omissions of a volunteer trustee or a volunteer officer incurred in the good faith performance of the trustee's or officer's duties. However, the Corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

The terms "volunteer trustee" and "volunteer officer" as used in this article mean a "volunteer director" and an officer who is a "non-director volunteer", respectively, as those terms are defined in the Act.

No amendment or repeal of this article shall apply to or have any effect upon the liability or alleged liability of any trustee of the Corporation for or with respect to any acts or omissions of the trustee occurring before the effective date of the amendment or repeal.

**ARTICLE X**  
**POWERS RESERVED TO MEMBERS**

The following Corporate actions shall be taken only by vote of the members:

- (a) Election or Removal of trustees as provided in article VIII;
- (b) Adoption of the Corporation's annual operating budget by a majority of members present in person or by proxy at a meeting of the members;
- (c) Dissolution of the Corporation by a majority vote of all members of the Corporation;
- (d) Merger of the Corporation with any other profit or non-profit corporation or entity by a majority vote of all members of the Corporation;
- (e) Sale, lease or exchange of all or substantially all of the Corporation's assets by a majority vote of all members of the Corporation;
- (f) Amendment of these Amended and Restated Articles of Incorporation, subject to article XII;
- (g) Amendment of the purpose or doctrinal basis of the Corporation, subject to article XI; and
- (h) Any other action for which membership approval is required by the Nonprofit Corporation Act, these Amended and Restated Articles of Incorporation or the Restated Bylaws.

**ARTICLE XI**  
**RESTATED BYLAWS**

The Restated Bylaws of the Corporation shall be in the form adopted by the Board of Trustees at its first meeting following the effective date of these Amended and Restated Articles of Incorporation, until the same may be altered, amended or repealed as provided therein (subject to the limitations of this article); provided, however, that the Restated Bylaws shall set forth, fully and without alteration, the doctrinal basis of the Corporation as set forth in Section 1.3 of the bylaws of the Corporation that were in effect immediately prior to the effective date of these Amended and Restated Articles of Incorporation, and said doctrinal basis shall not be subject to amendment, alteration or repeal unless authorized by an affirmative vote of not less than 75% of the total number of members of the Corporation. The power to amend the Restated Bylaws, other than the doctrinal basis set forth therein, is reserved exclusively to the Board of Trustees.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES**

These Amended and Restated Articles of Incorporation may be amended by:

(a) An affirmative vote of a majority of the total number of members of the Corporation; or

(b) An affirmative vote of a majority of members present in person, by proxy or by electronic transmission at a meeting of the members if due notice of time, place and object of the meeting was given by mail or electronic means approved in the Bylaws, at the last known address, to each member entitled to vote at least 20 days before the date of the meeting, provided the amendment was first approved by affirmative vote of a majority of the members of the Board of Trustees then serving.

**ARTICLE XIII**  
**ADOPTION**

These Amended and Restated Articles of Incorporation were duly adopted on the \_\_\_ day of \_\_\_\_\_, 2010, in accordance with Section 642 of the Michigan Nonprofit Corporation Act, as amended. These Amended and Restated Articles of Incorporation restate, integrate and do further amend the provisions of the Articles of Incorporation and were duly adopted by the members. The necessary number of votes were cast in favor of these Amended and Restated Articles of Incorporation.

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

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Eric J. Boender, President