

**AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF
NORTH DAVIS PREPARATORY ACADEMY, INC.,
A Utah Nonprofit Corporation**

(Articles of Incorporation originally filed April 20, 2004)
(Registration Number 5628526-0140)

The undersigned, Monte Poll, hereby certifies that:

1. The name of this nonprofit corporation is North Davis Preparatory Academy, Inc., and the date of filing the original Articles of Incorporation of this corporation with the Department of Commerce, Division of Corporations and Commercial Code of the State of Utah is April 20, 2004.
2. I am the duly elected and acting President of North Davis Preparatory Academy, Inc., a Utah nonprofit corporation (the "*Corporation*").
3. Pursuant to Sections 16-6a-1001(1)(a) of the Utah Revised Nonprofit Corporation Act (the "*Act*"), the Articles of Incorporation of the Corporation (the "*Articles*") are hereby amended to include the following additional Articles XII, XIII, and XIV as set forth below (the "*Amendments*").
4. The effective date of these Amendments is **May 21, 2010**.
5. The Amendments were lawfully adopted by the Board of Directors for the Corporation (the "*Board*") in compliance with the Act pursuant to a majority vote of the Board in a duly noticed special meeting of the Board without any member action because the Corporation does not have any members.

**ARTICLE XII
Approval and Removal of Board Members by USCSB**

Notwithstanding any provision in the Articles to the contrary, Directors shall be appointed from time to time as provided in the Bylaws, subject to the approval of the Utah State Charter School Board ("*USCSB*") as set forth below, and may be removed by the USCSB with or without cause. At the election or appointment of any new Director, the Corporation's Secretary shall send notice to the Director of USCSB, by certified mail, return receipt requested. The notice shall include the identity of the nominated Directors and a request for approval of the appointment of the nominated Director. USCSB will have thirty (30) days to approve or reject the nomination of the Director. If USCSB fails to act within the thirty (30) days, the nomination will be deemed approved. The nominated Director may act as a Director, pending the approval or rejection of USCSB. A director may be removed by the USCSB at any time with or without cause. Notwithstanding anything in the Articles to the contrary, the provisions of this Article XII that provides USCSB with the right to approve and/or remove Directors will not be amended or altered without the prior written consent of the USCSB.

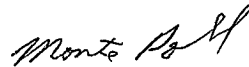
ARTICLE XIII
USCSB Provisions in Bylaws

The Bylaws of the Corporation (a) shall provide for the power of the USCSB to remove any Director and to approve or reject any elected or appointed Director as set forth in these Articles XII, XIII, and XIV, and (b) may not be altered in any way that diminishes the rights of USCSB without the approval of the USCSB.

ARTICLE XIV
Amendments to Articles

These Articles may be amended from time to time, in whole or in part, by the affirmative vote of a majority of the Board in office at the time of the amendment as provided for in Utah Code section 16-6a-1002(3)(d)(ii); provided that no amendment that diminishes the rights of the USCSB to approve or remove members of the Board shall be adopted without the approval of the USCSB. Any such amendments shall be consistent with the Corporation's status as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has certified that these Amendments adding Articles XII, XIII, and XIV were approved and adopted by the Corporation in compliance with the Act effective for all purposes as of the 21st day of May, 2010.



Monte Poll, President