

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEW HEIGHTS SCHOOLS, INC.
(the "Corporation")**

These Amended and Restated Articles of Incorporation are signed and acknowledged by the undersigned Secretary of the Corporation in accordance with the Minnesota Nonprofit Corporations Act, Minnesota Statute, Chapter 317A.

ARTICLE I. - NAME

The name of this corporation is New Heights Schools, Inc.

ARTICLE II. - REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is located is: 614 W. Mulberry Street, Stillwater, Minnesota 55082.

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors.

ARTICLE III. - PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Without limiting the foregoing, the purpose of this corporation is to operate as a public charter school under the laws of the State of Minnesota.

ARTICLE IV. - EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization 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 the purpose clause hereof.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum

before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE V. - MEMBERSHIP/BOARD OF DIRECTORS

This corporation shall not have members with voting rights.

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VI.- PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

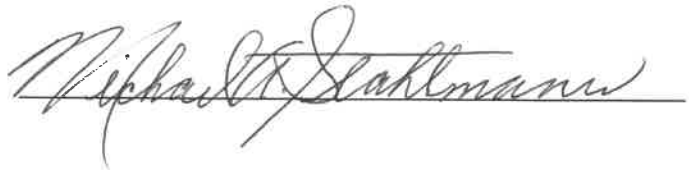
ARTICLE VII. – EFFECT; DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution.

At the time of dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of the remaining assets of the corporation; provided, however, that in no case shall a liquidation, transfer or disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Code, and all assets shall be turned over and transferred to one or more organizations qualified as exempt pursuant to 501(c)(3) of the Internal Revenue Code, or to the State of Minnesota or any political subdivision thereof for exclusively public purposes.

ARTICLE VIII. –

IN WITNESS WHEREOF, I have hereunto set my hand this 31 day of March, 2020.

A handwritten signature in cursive script, appearing to read "Michael A. Sealtman", written over a horizontal line.