

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

CALVARY EPISCOPAL SCHOOL, INC.

The undersigned, being all of the directors of Calvary Episcopal School, Inc., a corporation under the Texas Non-Profit Corporation Act, do hereby approve and adopt the following revised Articles of Incorporation for such corporation (the "Corporation").

ARTICLE ONE

The name of the Corporation is: CALVARY EPISCOPAL SCHOOL, INC.

ARTICLE TWO

The Corporation is a non-profit Corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The Corporation is organized and shall be operated and administered exclusively for religious, charitable, scientific, literary and educational purposes, and the definition of such purposes shall be the same as the definition of such purposes used in connection with Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws (the "Code"). In the accomplishment of such purposes, the Corporation shall operate an Episcopal school to be known as Calvary Episcopal School, Inc. and shall be sponsored by Calvary Episcopal Church. In the event of dissolution of Calvary Episcopal Church, or the termination of its status as a church in union with the Episcopal Diocese of Texas (the "Diocese of Texas"), the Corporation shall be sponsored by any Parish or Mission in union with the Diocese of Texas which may be designed by the Bishop of the Diocese of Texas (the "Bishop") as successor to Calvary Episcopal Church (herein called the "Sponsor"). The terms "Parish" and "Mission" shall have the meanings ascribed to them in the Constitution and Canons.

In accomplishment of such purposes and subject to the terms and conditions hereof, the Corporation shall (a) recognize and accede to the authority of the Constitution and its Canons of the Diocese of Texas (as the same now exist or may be amended from time to time hereafter, the "Constitution and Canons"), to the extent the same are applicable to the Corporation and do not cause the Corporation to be operated for purposes other than those described in Section 501(c)(3) of the Code and (b) engage in the business of conducting, operating and administering a school to provide students of all race, creed and ethnic backgrounds with a stimulating environment for learning in order to assist

them to achieve their highest potential. In pursuit of the foregoing purposes, the Corporation may (a) receive personal property and use and apply the income therefrom and the principal thereof for the above purposes; (b) receive real property, title to which shall be vested in accordance with the Constitution and Canons; and (c) undertake any other act or action permitted by the Texas Non-Profit Corporation Act, as now enacted or as the same may be amended (the "Act").

Subject to the foregoing, the Corporation shall be a separate legal entity with sole authority and responsibility for its own policies, procedures, personnel, books and accounts. Absent an express written agreement to the contrary duly authorized, executed and delivered by the party intending to be bound thereby, neither the Sponsor, the Diocese of Texas, any affiliate of the Diocese of Texas, the Bishop nor any officer, employee or agent of the Sponsor, the Diocese, or any affiliate of the Diocese of Texas shall be liable for the obligations, liabilities, acts or omissions of the Corporation, members of its Board of Trustees, officers, employees, or agents. The term "affiliate" shall mean any entity or person or any combination of entities or persons, directly or indirectly, controlling, under common control with or controlled by the Diocese of Texas.

#### ARTICLE FIVE

The street address of the registered office of the Corporation is:

1225 Texas Ave.  
Houston, Texas 77002

The name of its registered agent at such address is:

The Protestant Episcopal Church Council

#### ARTICLE 6

The Corporation shall have one "Member" as that term is used in the Act. The Member shall be the Sponsor.

#### ARTICLE 7

##### Definition of Board of Trustees

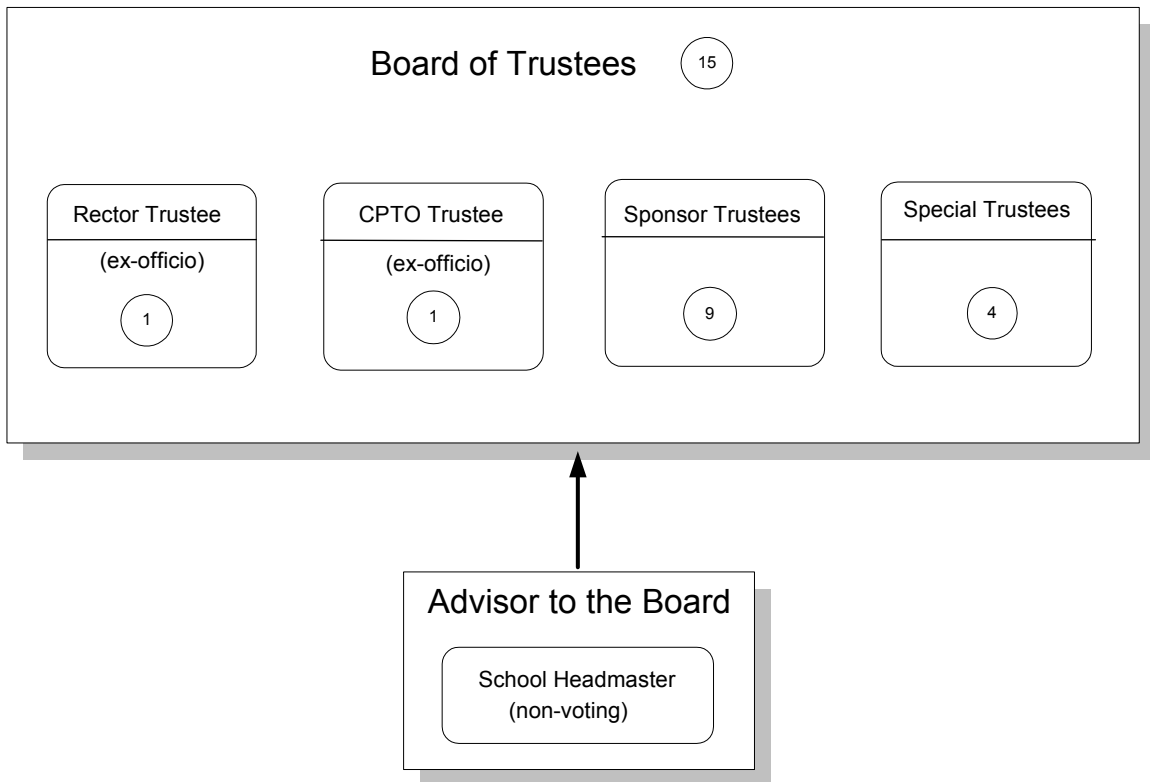
The group of persons vested with the management of the affairs of the Corporation shall be the Board of Trustees (the "Board of Trustees").

## Organization of Board of Trustees

The number of trustees of the Board of Trustees (collectively, the “Trustees” and singularly, a “Trustee”) shall be 15. The organization of the Board of Trustees is illustrated in Figure 1.

Figure 1

## Organization of Board of Trustees



The Board of Trustees shall be composed of:

- A Rector or Priest-in-Charge, as the case may be, of the Sponsor. This Trustee shall be an ex-officio trustee (the “Rector Trustee”). The Rector Trustee shall serve as the Chief Executive Officer.
- President of Calvary Parent-Teacher Organization. This Trustee shall be an ex-officio trustee (the “CPTO Trustee”).
- Sponsor Trustees. These Trustees shall be enrolled communicants in good standing of the Sponsor (collectively, the “Sponsor Trustees” or singularly a “Sponsor Trustee”), the number of which shall be nine (9).

- Special Trustees. These are Trustees other than the ex-officio and Sponsor Trustees (collectively, the “Special Trustees” or singularly a “Special Trustee”), the number of which shall be four (4).

The Headmaster/Director of Calvary Episcopal School, Inc. shall report to the Board of Trustees in a non-voting advisory capacity.

#### By-Laws and Officers

The Board of Trustees shall adopt its own by-laws in accordance with the Act (the “Bylaws”). The Rector Trustee shall serve ex-officio as the President and shall preside over meetings of the Board of Trustees, or may designate a member of the Sponsor Trustees as President to preside for such time or term as desired. The Board of Trustees shall elect from the CPTO, Sponsor and Special Trustees a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as the Bylaws may provide.

#### Nominations, Elections and Vacancies

Each member of the Board of Trustees shall be 18 years of age or older and shall not be an employee of the Corporation. Further, no member shall serve on the Board of Trustees if related to an employee of the Corporation unless approved by two-thirds majority by both the Vestry and the Board of Trustees. The Rector and CPTO Trustees shall serve in an ex-officio capacity.

Following nomination by either the Board of Trustees or the Governing Body of the Sponsor (the “Vestry”), the Sponsor Trustees shall be elected by the Vestry for full terms of office of three years. The election shall occur at the Sponsor’s annual meeting. At the same meeting, existing vacancies in the Sponsor Trustees shall also be filled.

Following nomination by either the Board of Trustees or the Vestry, the Special Trustees shall be elected by the Board of Trustees for full terms of office of three years. The election shall occur at the Board of Trustees’ annual meeting as specified in the Bylaws. At the same meeting, existing vacancies in the Special Trustees shall also be filled.

Subject to the other terms hereof, a duly elected Trustee shall hold office for the full term or remainder of term for which he or she was elected and thereafter until such Trustee’s successor shall have been duly elected. A Trustee may be eligible for re-election only upon the expiration of such Trustee’s full term or remainder of term for which he or she was elected.

Subject to the foregoing, vacancies shall be filled as provided in Article Eight of these Articles.

### Removal of a Trustee

Any Sponsor Trustee may be removed from the Board of Trustees with or without cause by the Vestry in accordance with procedures adopted by the Vestry.

Any Special Trustee may be removed from the Board of Trustees with or without cause in accordance with procedures adopted by the Board of Trustees.

Any Sponsor or Special Trustee shall be automatically removed from the Board of Trustees if absent for three consecutive regularly-scheduled meetings of the Board of Trustees unless (a) written reasons for absences are received by the President from the absentee trustee prior to the third consecutive meeting and (b) the reasons are acceptable to the President.

### Rights, Powers, Duties and Responsibilities

Except as expressly provided to the contrary in the Constitution or Canons, these Articles of Incorporation or the Bylaws, in that order of priority, the Rector Trustee, CPTO Trustee, Sponsor Trustees and Special Trustees shall all have the same rights, powers, duties and responsibilities.

Each Trustee shall be entitled to one vote on all matters decided by the Board of Trustees.

### ARTICLE EIGHT

Subject to the foregoing and other provisions of these Articles of Incorporation, at any time and from time to time, vacancies in the Board of Trustees shall be filled by the following procedure:

- The Vestry or Board of Trustees may nominate candidates to fill vacancies.
- Vacancies in the Sponsor Trustees shall be filled by majority vote of the Vestry acting in accordance with procedures established by the Vestry.
- Vacancies in the Special Trustees shall be filled by majority vote of the Board of Trustees acting in accordance with procedures established by the Board of Trustees.

### ARTICLE NINE

If any provision of these Articles of Incorporation or the Bylaws be held invalid or unenforceable in any respect, the validity of the remaining provisions shall remain valid and enforceable.

## ARTICLE TEN

The power to amend, modify or restate these Articles of Incorporation shall be as provided in the Act; provided, that no such amendment, modification or restatement shall become effective unless and until the same shall have been (a) approved by at least the affirmative two-thirds (2/3rds) vote of the members of the Vestry present and voting at a regular or special meeting of such Vestry; (b) approved in writing by the Bishop, or, if the office of the Bishop is vacant, by the Ecclesiastical Authority of the Diocese of Texas; and (c) evidenced in writing by appropriate instrument filed for record in any manner provided or permitted in the Act.

## ARTICLE ELEVEN

No Trustee of the Board of Trustees shall be liable to the Corporation for monetary damages from an act or omission in such trustee's capacity as a trustee of the Board of Trustees, except that this Article does not eliminate or limit the liability of such trustee for:

- (1) A breach of such Trustee's duty of loyalty to the Corporation;
- (2) An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (3) A transaction from which such trustee received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such Trustee's office; or
- (4) An act or omission for which the liability of such Trustee is expressly provided for by statute.

## ARTICLE TWELVE

Each Trustee and each employee, officer or agent of the Corporation, and any other person while serving at the request of the Corporation, may be indemnified by the Corporation for any act or omission in such person's capacity as a Trustee of the Board of Trustees or officer, employee or agent of the Corporation, as the case may be, or as a person serving at the request of the Corporation, or its unincorporated predecessor, in the manner and to the maximum extent provided in the Act.

## ARTICLE THIRTEEN

Regardless of any other provision of these Articles of Incorporation or the laws of the State of Texas, the Corporation shall not:

- (1) Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual unless such benefit is incidental to and in

accomplishment of the Corporation's purposes as expressed in Article Four of these Articles of Incorporation; provided, however, that in any event reasonable compensation may be paid to individuals for personal services rendered to or for the Corporation affecting one or more of its purposes;

- (2) Devote any part of its activities to attempting to influence legislation by propaganda or otherwise;
- (3) Participate in, or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public offices; or
- (4) Attempt to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drives.

#### ARTICLE FOURTEEN

Upon the dissolution of the Corporation, the assets of the Corporation remaining after payment or provision for payment of the Corporation's liabilities has been made shall be distributed exclusively to the following in the stated order of priority, but only if the potential recipient is an organization described in Section 501(c)(3) of the Code at the time of receipt of such distributions:

- (a) The Protestant Episcopal Church Council of the Diocese of Texas, a Texas Non-Profit Corporation, if it exists and accepts the same;
- (b) An organization designated in writing by the Bishop, if it accepts the same; or
- (c) If the entities stated in (a) and (b) fail or refuse to act pursuant to such subsections within a reasonable time, which shall never be less than one hundred twenty (120) calendar days, an organization which is designated or approved, after due notice and hearing, by a court of competent jurisdiction.

#### ARTICLE FIFTEEN

The following terms shall have the meanings given in the indicated sections or as defined below:

- (1) "Act" is defined in Article Four.
- (2) "Affiliate" is defined in Article Four.
- (3) "Bishop" is defined in Article Four.
- (4) "Board of Trustees" is defined in Article Seven.
- (5) "Bylaws" are defined in Article Seven.
- (6) "Code" is defined in Article Four.
- (7) "Constitution and Canons" is defined in Article Four.
- (8) "Corporation" is defined in the first paragraph of these Articles.

- (9) "CPTO Trustee" is defined in Article Seven.
- (10) "Diocese of Texas" is defined in Article Four.
- (11) "Ecclesiastical Authority" has the meaning ascribed to it in the Constitution and Canons.
- (12) "Governing Body" is defined in Article Seven.
- (13) "Member" is defined in Article Six.
- (14) "Mission" has the meaning ascribed to it in the Constitution and Canons.
- (15) "Parish" has the meaning ascribed to it in the Constitution and Canons.
- (16) "Priest in Charge" has the meaning ascribed to it in the Constitution and Canons.
- (17) "Rector" has the meaning ascribed to it in the Constitution and Canons.
- (18) "Rector Trustee" is defined in Article Seven.
- (19) "Special Trustee" is defined in Article Seven.
- (20) "Sponsor" is defined in Article Four.
- (21) "Sponsor Trustee" is defined in Article Seven.
- (22) "Trustee" is defined in Article Seven.
- (23) "Vestry" is defined in Article Seven and shall have the meaning ascribed to it in the Constitution and Canons.

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These revised Articles of Incorporation were adopted in the following manner:

- (1) By written majority consent of the Board of Trustees of Calvary Episcopal School, Inc., on \_\_\_\_\_, 2004.
- (2) By at least the affirmative 2/3rds written consent of the Vestry of Calvary Episcopal Church on \_\_\_\_\_, 2004.

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

CALVARY EPISCOPAL SCHOOL, INC.

\_\_\_\_\_  
By: President, Board of Trustees

Approved on the \_\_\_\_\_ day of \_\_\_\_\_, 2008

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By: The Rt. Rev. Don A. Wimberly  
Bishop of the Diocese of Texas