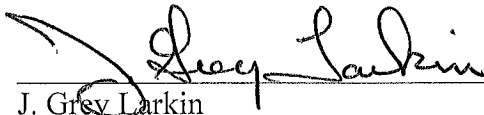


**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
VISTA AT ENTRADA SCHOOL OF PERFORMING ARTS AND TECHNOLOGY,
A UTAH NONPROFIT CORPORATION**

Vista at Entrada School of Performing Arts and Technology, a Utah nonprofit corporation duly incorporated on November 29, 2007, under the laws of the State of Utah, hereby amends and restates its Articles of Incorporation in accordance with the provisions of § 16-6a-1001 et seq. of the Utah Revised Nonprofit Corporation Act, as amended as follows:

1. The name of the nonprofit corporation is Vista at Entrada School of Performing Arts and Technology.
2. The Articles of Incorporation of the Corporation, are hereby amended and restated in their entirety, and the text of the amended and restated Articles of Incorporation is set forth below.
3. These Amended and Restated Articles of Incorporation were adopted by a majority of the Corporation's board of directors on the 15th day of February, 2012, without member action; the Corporation does not have any voting members.
4. Besides the Corporation's board of directors, no other person is required to approve the following Amended and Restated Articles of Incorporation

IN WITNESS WHEREOF, these Articles of Amendment and Restatement are hereby executed, effective as of the 15th day of February, 2012.



J. Grey Larkin

Board Chair of Vista at Entrada School of Performing Arts and Technology

**ARTICLES OF INCORPORATION
OF
VISTA AT ENTRADA SCHOOL OF
PERFORMING ARTS AND TECHNOLOGY**

We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Utah Non-Profit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I.
NAME**

The name of the Corporation is VISTA AT ENTRADA SCHOOL OF PERFORMING ARTS AND TECHNOLOGY.

**ARTICLE II.
DURATION**

The period of duration of this Corporation is perpetual.

**ARTICLE III.
PURPOSE**

(a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to act and operate as an educational and charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purpose of the nonprofit corporation is to manage, operate, guide, direct and promote VISTA AT ENTRADA SCHOOL OF PERFORMING ARTS AND TECHNOLOGY and such other educational activities as the Board of Directors may define from time to time.

(b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.

(c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

(d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for • corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

(e) 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 persons, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

(f) 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 any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;

(g) The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV. MEMBERS/STOCK

The Corporation shall not have any class of members or stock.

ARTICLE V. DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be no less than three (3), but may be more than three (3), as fixed from time to time by the Bylaws of the Corporation. Should the number of Directors become less than three (3), the remaining Directors shall, subject to approval by the Utah State Charter School Board ("USCSB"), appoint a replacement by majority vote.

2. The Directors shall be elected in the manner set forth in the Bylaws of the Corporation.

3. The Directors shall manage the business of the Corporation. Each Director shall hold office until such time as the Director resigns, is replaced by the remaining Directors or by election, or is removed by USCSB with or without cause. Vacancies on the Board shall be filled by a vote of the majority of the remaining Directors, subject to the approval of USCSB set forth below.

4. 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 sixty (60) days to approve or reject the nomination of the Director. If USCSB fails to act within the sixty (60) 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 these Articles to the contrary, the provisions of this Article Five that gives USCSB rights to approve and/or remove Directors will not be amended or altered without the prior written consent of USCSB.

5. The names and addresses of the natural persons who are serving as the current Directors of the Corporation are as follows: (1) J. Grey Larkin, 585 E. Center St., Ivins, UT 84738, (2) Kellie

Richins, 585 E. Center St., Ivins, UT 84738, (3) Bruce Jenkins, 585 E. Center St., Ivins, UT 84738, (4) Laurel Hafen, 585 E. Center St., Ivins, UT 84738, and (5) Neil Walter, 585 E. Center St., Ivins, UT 84738.

**ARTICLE VI.
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 585 East Center Street, Ivins, Utah 84738. The business of this Corporation may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Directors shall determine.

**ARTICLE VII.
DISTRIBUTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, 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 Article III hereof. 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 in opposition to any candidate for public office. Notwithstanding any other provision 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 Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

**ARTICLE VIII.
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer the assets of the Corporation to the Utah State Board of Education.

**ARTICLE IX.
REGISTERED OFFICE/AGENT**

The name of the natural person who is to serve as the Registered Agent of the Corporation is J. Grey Larkin (the Board Chair). The address of the Corporation's registered office shall be: 585 E. Center St., Ivins, UT 84738.

**ARTICLE X.
AMENDMENT**

These Articles may be amended from time to time, in whole or in part, by the affirmative vote of two-thirds (2/3) of the whole number of Directors; provided that no amendment that diminishes the rights of USCSB shall be adopted without the approval of USCSB. Any such amendments shall be consistent with the Corporation's status as a tax exempt organization under Code Section 501(c)(3).

**ARTICLE XI.
BYLAWS**

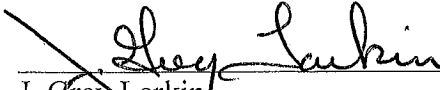
The Board may adopt bylaws that are not inconsistent with law or these Articles for the regulation and management of the affairs of the Corporation. No bylaws shall be adopted which conflict with the provisions in Article Five, relating to rights of USCSB, without the prior written consent of USCSB.

**ARTICLE XII.
INDEMNIFICATION**

To the extent permitted or required by the Act and any other applicable law, if any Director or officer of the Corporation is made a party to or is involved in any proceeding because such person is or was a Director or officer of the Corporation, the Corporation (i) shall indemnify such person from an against any judgments, penalties, fines, amounts paid in settlement and reasonable expenses incurred by such person in such proceeding, and (ii) shall advance to such person expenses incurred in such proceeding, except in relation to matters as to which any such Director or officer of the Corporation shall be adjudged in any action, suit, or proceeding to be liable for his or her own gross negligence or misconduct in the performance of his or her duty.

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IN WITNESS WHEREOF, these Articles of Amendment and Restatement are hereby executed, effective as of the 15th day of February, 2012.



J. Grey Larkin

Board Chair of Vista at Entrada School of Performing Arts and Technology

ACCEPTANCE OF APPOINTMENT

The undersigned, J. Grey Larkin, an individual resident of the State of Utah over the age of eighteen (18) years, named herein as the registered agent for Vista at Entrada School of Performing Arts and Technology hereby acknowledges and accepts the appointment as registered agent for said Corporation.



J. Grey Larkin, Registered Agent

Ivins, Utah
February 15, 2012