

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CENTRAL CATHOLIC HIGH SCHOOL OF WEST POINT, NEBRASKA

The following Amended and Restated Articles of Incorporation of The Central Catholic High School of West Point, Nebraska are effective as of the date they are filed with the Nebraska Secretary of State.

ARTICLE I
NAME

The name of the Corporation shall be changed to Guardian Angels Central Catholic.

ARTICLE II
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE III
PURPOSES

The Corporation is a religious corporation and shall be subject to the canon laws of the Roman Catholic Church and the ecclesiastical authority of The Catholic Archbishop of Omaha ("Archdiocese").

The Corporation is organized exclusively for charitable, religious, and educational purposes, 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 corresponding section of any future federal tax code.

The Corporation may establish, operate, and maintain a consolidated Catholic school system and facilities to be located in West Point, Nebraska, for the education of youth grades preschool through twelve living in the parishes listed below, which parishes – together with any parishes joining this consolidated undertaking in the future – intend to pool their resources and efforts for this common end and purpose; and for that purpose shall have the power and authority to buy, sell, lease, and mortgage, or otherwise encumber both real and personal property, to borrow money, and to have all powers necessary or convenient to effect the purposes for which this Corporation is organized:

The Church of the Assumption of the Blessed Virgin Mary
St. Aloysius Church of Aloys
St. Boniface Church of Monterey
St. Anthony's Church
Holy Cross Church of Beemer

The Corporation shall have and exercise all powers set forth in Section 21-1928, together with other powers granted by the Nebraska Nonprofit Corporation Act and the laws of the State of Nebraska which may be necessary to carry out the purposes of the Corporation.

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 419 East Decatur Street, West Point, NE 68788, and its registered agent at such address is Rev. James M. Weeder.

ARTICLE V
MEMBERS

The Corporation shall not have any members.

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors shall have limited jurisdiction, with all actions of the Board of Directors being subject to amendment, clarification, and/or veto power of the Archbishop. The Bylaws of the Corporation shall specify those powers of the Corporation that are reserved to and may be exercised only by the Archbishop.

ARTICLE VII
OFFICERS

The officers by whom the affairs of the Corporation shall be conducted are the Chairperson of the Board ("Chairperson"), a Vice Chairperson of the Board ("Vice Chairperson"), the President, the Treasurer, a Secretary, and such other officers as the Board of Directors may from time to time determine. The terms in office of the officers of the Corporation designated in these Articles of Incorporation and their duties and responsibilities shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII
BYLAWS

The Bylaws of the Corporation may provide the qualifications for membership in various boards or committees maintained by the Corporation and provide for the time and manner of election or appointment to such boards or committees and the terms in office of board or committee members.

ARTICLE IX
NO PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to the then remaining parishes set forth in Article III hereof provided that such parishes are still exempt from taxes pursuant to Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, with the specific direction to distribute any remaining assets in accordance with the canon laws of the Roman Catholic Church.

If none of the parishes set forth in Article III hereof are in existence, assets shall be distributed to The Catholic Archbishop of Omaha. Any such assets not so disposed of shall be disposed of by the 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI AMENDMENT

These Articles of Incorporation shall be subject to amendment, alteration or repeal at any annual, regular or special meeting of the Board of Directors, by a two-thirds majority vote of the directors. All amendments to the Articles of Incorporation shall also require the written approval of the Archbishop.

ARTICLE XII CERTIFICATE OF APPROVAL OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

The undersigned hereby certifies that the foregoing Amended and Restated Articles of Incorporation were adopted by the Corporation on January 2, 2024. Since the Corporation has no members, no approval by members was required. The members of the Board of Directors unanimously voted in favor of these Amended and Restated Articles of Incorporation.



Rev. James M. Weeder, Secretary