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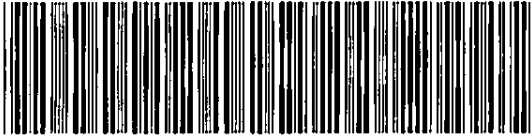
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Amended &
Restated
Articles

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A. RAMSEY
FEB 26 2024

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2024 FEB 23 AM 10:02



CSC - Tallahassee
1201 Hays' Street
Tallahassee, FL 32301-2607
850-558-1500, Ext:

To: Department Of State, Division Of Corporations
From: Shauna Godbolt
Ext:
Date: 02/23/24
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Re: CRM ACQUISITION CO.
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CRM ACQUISITION CO.**

2024 FEB 23 AM 10:02

In accordance with Section 617.1002 of the Florida Not For Profit Corporation Act, the Articles of Incorporation of **CRM ACQUISITION CO.** are hereby amended and restated in their entirety to read as follows:

ARTICLE I. NAME

The name of this corporation is **CRM ACQUISITION CO.** (the "Corporation").

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the Corporation is:

125 NE 119th Street
North Miami, Florida 33161

ARTICLE III. PURPOSE

A. The Corporation is organized as a not for profit corporation for the purpose of owning a school property for the advancement of education and any other related or corresponding purpose, which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding section of any future federal tax code. Furthermore, the Corporation may only engage in activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes.

B. The Corporation also shall be organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of Cristo Rey Miami High School, Inc. (the "Supported Organization"), so long as the Supported Organization is recognized by the Internal Revenue Service as being described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code.

C. In the event the Supported Organization is no longer in existence or is no longer recognized by the Internal Revenue Service as being an organization described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code, then the Board of Directors shall cause the Corporation to become a supporting organization, under Section 509(a)(3) of the Code, of such other organization or organizations whose purposes are substantially similar to those for which the Supported Organization is organized and which are recognized by the Internal Revenue Service as being described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code, or shall cause the Corporation to operate so as to

qualify as an organization described under either Section 509(a)(1) or Section 509(a)(2) of the Code, as the Board of Directors of the Corporation shall determine in its sole discretion.

D. Notwithstanding the foregoing or any other provision of these Amended and Restated Articles of Incorporation or any Bylaws of the Corporation:

1. The Corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code).

2. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any director or officer of the Corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

3. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

4. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or (ii) by a corporation eligible to receive deductible contributions under Section 170(c)(2) of the Code.

E. As a means and incidental to accomplishing the purpose for which the Corporation is being operated, it shall have such powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by laws.

ARTICLE IV. ELECTION OF DIRECTORS AND OFFICERS

The power of the Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The Directors of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation.

The Officers of the Corporation shall have such duties or functions as are provided in the Bylaws or as the Board of Directors may from time to time determine. Officers need not be chosen from among the Directors. The Board of Directors may elect such additional officers or assistant officers as it may from time to time determine.

ARTICLE V. MEMBERSHIP

The Supported Organization is the sole member of the Corporation.

ARTICLE VI. AMENDMENT OF BYLAWS

Amendments to the Bylaws shall be adopted in accordance with the procedures set forth in the then-existing Bylaws of the Corporation.

ARTICLE VII. REGISTERED AGENT

The street address of the Corporation's registered office is 125 NE 119th Street, North Miami, Florida 33161. The name of the Corporation's registered agent of the Corporation at that address, who is authorized to receive service of process, is Anamarie Moreiras.

ARTICLE VIII. AMENDMENT TO ARTICLES

Amendments to these Amended and Restated Articles of Incorporation shall be adopted in accordance with the procedures set forth in the Bylaws of the Corporation.

ARTICLE IX. DURATION

The period of duration of the Corporation is perpetual.

ARTICLE X. DISSOLUTION

Upon dissolution or liquidation of the Corporation, the Board of Directors of the Corporation shall dispose of all remaining assets of the Corporation after paying or making provision for the payment of all of the liabilities of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in accordance with such requirements) exclusively for the purposes of the Corporation by transferring such assets to the Supported Organization; provided, however, that if, on the date of such proposed distribution, the Supported Organization no longer exists or is not recognized by the Internal Revenue Service as an organization described in Section 501(c)(3) of the Code, then in such event, the assets of the Corporation, upon its dissolution and liquidation, shall be transferred, conveyed and distributed to such other organization or organizations whose purposes are substantially similar to those for which the Corporation is organized and which at the time of such distribution are described in Section 501(c)(3) of the Code and exempt from tax under Section 501(a) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such tax-exempt organization or organizations described in Section 501(c)(3) of the Code and exempt from tax under Section 501(a) of the Code, as said court shall determine.

ARTICLE XI. INDEMNIFICATION

1. The Corporation shall and does hereby indemnify any person who is or was a director or officer of the Corporation or any subsidiary against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including any action by or in the right of the Corporation or a subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this subsection 1 on account of conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest or to have constituted willful misconduct, or for which such person does not have immunity from civil liability pursuant to Section 617.0834, Florida Statutes.

2. The Corporation may, to the extent that the Board of Directors deems appropriate and as set forth in a bylaw or resolution, indemnify any person who is or was an employee or agent of the Corporation or any subsidiary or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including an action by or in the right of the Corporation or a subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this subsection 2 on account of conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest or to have constituted willful misconduct, or for which such person does not have immunity from civil liability pursuant to Section 617.0834, Florida Statutes.

3. The Corporation may, to the extent that the Board of Directors deems appropriate, make advances of expenses, including attorneys' fees, incurred prior to the final disposition of a civil, criminal, administrative or investigative action, suit, proceeding or claim (including an action by or in the right of the Corporation or a subsidiary) to any person to whom indemnification is or may be available under this Article; provided, however, that prior to making any advances, the Corporation shall receive a written undertaking by or on behalf of such person to repay such amounts advanced in the event that it shall be ultimately determined that such person is not entitled to such indemnification.

4. The indemnification and other rights provided by this Article shall not be deemed exclusive of any other rights to which a person to whom indemnification is or may be otherwise available under these Amended and Restated Articles of Incorporation, the Bylaws or any agreement, vote of shareholders or disinterested directors or otherwise, may be entitled. The Corporation is authorized to purchase and maintain insurance on behalf of the Corporation or any person to whom indemnification is or may be available against any liability asserted against such person in, or arising out of, such person's status as director, officer, employee or agent of the Corporation, any of its subsidiaries or another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) which such person is serving at the request of the Corporation.

5. Each person to whom indemnification is granted under subsection 1 of this Article is entitled to rely upon the indemnification and other rights granted hereby as a contract with the Corporation and such person and such person's legal representatives, heirs, executors, administrators and estate shall be entitled to enforce against the Corporation all indemnification and other rights granted to such person by subsections 1 and 3 and this subsection 5 of this Article. The indemnification and other rights granted by subsections 1 and 3 and this subsection 5 of this Article shall survive amendment, modification or repeal of this Article, and no such amendment, modification or repeal shall act to reduce, terminate or otherwise adversely affect the rights to indemnification granted hereby, with respect to any expenses, judgments, fines and amounts paid in settlement incurred by a person to whom indemnification is granted under subsection 1 of this Article with respect to an action, suit, proceeding or claim that arises out of acts or omissions of such person that occurred prior to the effective date of such amendment, modification or repeal.

Any indemnification granted by the Board of Directors pursuant to subsection 2 of this Article, shall inure to the person to whom the indemnification is granted, and such person's legal representatives, heirs, executors, administrators and estate; provided, however, that such indemnification may be changed, modified or repealed, at any time or from time to time at the discretion of the Board of Directors and the survival of such indemnification shall be in accordance with terms determined by the Board of Directors.

6. For the purposes of this Article, "subsidiary" shall mean any corporation, partnership, joint venture, trust or other enterprise of which a majority of the equity or ownership interest is directly or indirectly owned by the Corporation.

ARTICLE XII. ADOPTION OF AMENDED AND RESTATED ARTICLES

These Amended and Restated Articles were adopted by the sole member of the Corporation and the Board of Directors of the Corporation on February 6, 2024.

[SIGNATURES ON FOLLOWING PAGE.]

IN WITNESS WHEREOF, the undersigned, who is a duly authorized officer of the Corporation, executed these Amended and Restated Articles of Incorporation as of this 6th day of February, 2024.

DocuSigned by:
Anamarie Moreiras
By: 778335300870420...
Name: Anamarie Moreiras
Title: Secretary