

**Exhibit A**  
**to**  
**Amendment of Articles of Incorporation**  
**of**  
**The Soulard School, Inc.**  
**Charter #: N00647003**

ARTICLE VII of the Articles of Incorporation of The Soulard School, Inc., filed with the Missouri Secretary of State on March 18, 2005, is hereby deleted in its entirety and replaced with the following new ARTICLE VII:

**“ARTICLE VII**

In the event that the corporation does not meet the performance and/or organizational requirements of its performance contract with its sponsor, the University of Missouri - St. Louis, resulting in closure; school assets will first be utilized for the purpose of student relocation, record distribution and retention, and payment of outstanding debts, obligations, liabilities, costs and expenses of the corporation. Any remaining, un-obligated, state funded assets will be returned to the Department of Elementary and Secondary Education as required pursuant to section 160.405.1 (17) of the Missouri Revised Statutes. Any remaining, federally funded assets of the school shall be disposed of in accordance with federal statutes, regulations, and guidelines. Any remaining private assets, including those acquired through documented donations, gifts or grants or other sources, shall be distributed to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

- (a) a nonprofit organization (or organizations) which may have been created to succeed the corporation (or organization), as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code; and/or,
- (b) a nonprofit organization (or organizations) having similar aims and objectives as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of such code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code.

In addition to the state of Missouri’s requirements regarding the disposition of assets upon dissolution of nonprofit corporations, the Assets of the corporation are permanently dedicated to exempt educational purposes for which the corporation is formed.

Furthermore, 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 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 VIII 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.”