

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
RIPPLE ACADEMY CHARTER  
A UTAH NONPROFIT CORPORATION**

Ripple Academy Charter, a Utah nonprofit corporation duly incorporated on January 20, 2026, 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 Ripple Academy Charter.
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 2nd day of June 2026, without member action; the Corporation does not have any voting members.
4. In addition to 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 2nd day of June 2026.

  
Irene Summers (Jun 11, 2026 12:18:07 MDT)  
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Irene Summers  
Board Chair of Ripple Academy Charter

**AMENDED & RESTATEDARTICLES OF INCORPORATION  
OF  
RIPPLE ACADEMY CHARTER**

The undersigned natural persons over the age of eighteen (18) years, acting as incorporators of a nonprofit corporation under the Utah Revised Nonprofit Corporation Act, adopt the following Articles of Incorporation for said corporation:

**ARTICLE I  
NAME**

The name of this nonprofit corporation shall be Ripple Academy Charter.

**ARTICLE II  
DURATION**

This corporation shall continue in existence perpetually unless dissolved pursuant to law.

**ARTICLE III  
PURPOSES**

- (1) To operate exclusively as a nonprofit corporation under the laws of the state of Utah.
- (2) 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.
- (3) To operate exclusively for charitable, benevolent and educational purposes and 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 of 1986 or corresponding provisions of any subsequent Federal tax laws (the "Code") and are consistent with those powers described in the Utah Revised Nonprofit Corporation Act, as amended.
- (4) 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."
- (5) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, 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.

**ARTICLE IV  
VOTING MEMBERS**

This corporation shall not issue shares of stock evidencing membership and shall have no voting members.

## **ARTICLE V POWERS**

**A. Powers in General.** Subject to the pursuits and objectives declared in Article III and any other limitations herein expressed, this corporation shall have the power to do any and all things which a nonprofit corporation may do under the laws of the State of Utah, including, but not limited to, the following:

(1) To receive, acquire, hold, manage, administer, and expend property and funds for purposes authorized by Section 501(c)(3) of the Code;

(2) To take property and funds by will, gift, or otherwise. The corporation shall not have the power to take or hold property or funds for any purpose other than purposes authorized by Section 501(c)(3) of the Code;

(3) To hold, in its own name and right, real and personal property of every nature and description without limitation as to extent, character or amount, and with all the powers of control, management, investment, change, and disposal incident to the absolute ownership of property or funds by a private person, subject only to the terms of particular trusts and to the general trust that all its properties and funds shall be held for purposes authorized by Section 501(c)(3) of the Code;

(4) To borrow money either upon or without security, giving such promissory notes or other evidences of indebtedness and such pledges, mortgages, or other instruments of hypothecation as it may be advised;

(5) To appoint and pay officers and agents to conduct and administer the affairs of the corporation;

(6) To adopt Bylaws prescribing the duties of the officers and agents of the corporation, the detail of the organization, the time and manner of its meetings, and any and all detail incident to its organization and the efficient conduct and management of its affairs;

(7) To do any and all things which a natural person might do, necessary and desirable for the general purposes for which the corporation is organized;

(8) To receive and use funds obtained from private donations, devises and bequests, and from all lawful sources to be applied for purposes authorized by Section 501(c)(3) of the Code;

(9) No recital, expression or declaration of specific or special powers or purposes hereinabove enumerated shall be deemed exclusive, it being intended that this corporation shall have any and all other powers necessary or incidental to the accomplishment of its objects and purposes and each and all of the powers now conferred or that may hereafter be conferred by the laws of the State of Utah on nonprofit corporations.

**B. Powers Relating to Specific Objects and Purposes.** This corporation shall have the powers necessary or incidental to the carrying on of its objects and purpose.

**C. Restrictions.** Notwithstanding any statement to the contrary in these Articles of Incorporation, no part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes; and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as permitted by Section 501 of the Internal Revenue Code of 1986 or corresponding provisions or any subsequent Federal tax

laws), and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. This corporation shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the corporation is organized. The corporation shall hold its assets subject to and in accordance with Utah Code § 53A-1a-510.5 and -517.

## **ARTICLE VI PRINCIPLE OFFICE/PLACE OF BUSINESS**

The principal place of business in Utah and the mailing address of the Corporation shall be 2858 Village Court, Saratoga Springs, UT 84045. The business of the Corporation may be conducted in all states of the United States, and in all territories thereof.

## **ARTICLE VII REGISTERED OFFICE/AGENT**

The name of the natural person who is to serve as the Registered Agent of the Corporation is Irene Summers. The address of the Corporation's registered office shall be 2858 Village Court, Saratoga Springs, UT 84045.

## **ARTICLE VIII DIRECTORS**

The number of directors of the corporation shall be no less than five (5) and no more than nine (9), as fixed from time to time pursuant to the provisions of the corporation's Bylaws.

## **ARTICLE IX LIMITATIONS ON LIABILITY**

The directors, officers and employees of the corporation shall not be personally liable in those capacities for the acts, debts, liabilities or obligations of the corporation.

## **ARTICLE X BYLAWS**

Provisions for the regulation and management of the internal affairs of the corporation shall be set forth in the Bylaws.

## **ARTICLE XI AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in any manner which is permissible under the laws of the State of Utah; provided, however, that these Articles of Incorporation shall in no event be amended in any manner so as to change this corporation from a nonprofit corporation to a corporation organized or operated for pecuniary profit; nor shall the Articles of Incorporation be amended so as to make the purposes of the corporation inconsistent

with the purposes as specified in Article III herein.

## **ARTICLE XII 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 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, or shall distribute the assets to the federal government, or to a state or local government for a public purpose.

## **ARTICLE XIII INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, and employees to the fullest extent permitted by law against any expenses or liabilities incurred in connection with the Corporation.

## **ARTICLE XIV DEBTS AND OBLIGATIONS**

Neither the corporation's chartering entity nor the State of Utah, including any agency of the State of Utah, is liable for the debts or financial obligations of the corporation or officers or agents of the corporation.

These Amended and Restated Articles of Incorporation are effective as of the 2<sup>nd</sup> day of June, 2026.

# Amended and Restated Articles - Ripple (Board Approved 06.02.2026)

Final Audit Report

2026-06-11

|                 |                                              |
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