

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
THE LANGLEY SCHOOL**

ONE

The name of the corporation is The Langley School (the “Corporation”).

TWO

The Board of Trustees proposed to the Members, through written notice dated April 12, 2007, amendments to the Corporation’s Amended and Restated Articles of Incorporation and Amended and Restated Bylaws. In accordance with Sections 13.1-842 and 13.1-866 of the Virginia Nonstock Corporation Act, and in accordance with the Corporation’s Amended and Restated Articles of Incorporation as set forth on December 7, 1998, and further amended on November 13, 2001, and August 22, 2003, and in accordance with the Corporation’s Amended and Restated Bylaws, as approved by the Members on November 17, 1998, the proposed Amended and Restated Articles of Incorporation of the Corporation and the Amended and Restated Bylaws of the Corporation were submitted to the Members at a meeting on May 16, 2007, at which a quorum was present; the notice of the meeting was given either personally or by mail not less than twenty-five (25) days or more than sixty (60) days before the meeting; and the notice stated that the purpose of the Members’ meeting was to discuss and vote on the proposed amendments to the Corporation’s Articles of Incorporation and Bylaws, copies of which were attached to the notice of April 12, 2007. The total number of votes cast by Members for and against the proposed Amended and Restated Articles of Incorporation of the Corporation and the proposed Amended Bylaws of the Corporation were the same: 331 in favor and none opposed. The number of votes cast for the proposed Amended and Restated Articles of Incorporation and the proposed Amended and Restated Bylaws was sufficient for approval by the Members.

THREE

The text of the Amended and Restated Articles of Incorporation of The Langley School, as proposed by the Board of Trustees and approved by the Members of the Corporation on May 16, 2007, is set forth below:

“FIRST: The name of the corporation is The Langley School (the “School”).

SECOND: The School shall have one class of Members and each Member shall have one vote. The Qualifications to be a Member are delineated in the Bylaws. Members shall be entitled to exercise their voting rights as further delineated in these Articles and the Bylaws.

THIRD: The number and terms of service of trustees shall be established in these Articles and the Bylaws. Member trustees shall be elected in accordance with the following provisions. No person shall serve as a Member trustee for more than six (6) consecutive years, except that those Member trustees who, at the end of those six (6) years, are currently serving or have just been elected as officers in accordance with the Bylaws may serve for a total of eight (8) consecutive years as a Member trustee. Each Member trustee shall be elected for a term as described below and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal. The usual term of election for a Member trustee shall be three (3) years, except that Member trustees may be elected to a shorter term if election to a three- (3-) year term would cause a Member trustee’s period of service to exceed six (or as applicable to officers, eight) consecutive years, or if necessary to ensure that approximately one-third of the Member trustees on the Board stands for election each year.

Nominees for Member trustee positions shall be recommended to the Members by the Committee on Trusteeship, which shall be established and shall operate in accordance with the School’s Bylaws. The Bylaws shall establish the minimum number of Members of the Committee on Trusteeship, but the membership of that Committee must be maintained as approximately one-half current Member trustees and one-half non-trustee Members. In addition, a Member of the School may be nominated upon petition and listed on the ballot as provided in the Bylaws. Terms of election for all Member trustee positions shall be designated in ballots issued pursuant to the Bylaws.

The current Member trustees shall be empowered to elect additional trustees who are not Members of the School consistent with the requirements of the Bylaws and, in addition, the Bylaws shall provide for Trustees Emeritus and other *ex officio* Members of the Board.

FOURTH: The School shall be subject to the Virginia Nonstock Corporation Act, Va.

Code § 13.1 -801 et. Seq. (1950), as now in effect or as may hereafter be amended, and shall be operated exclusively for charitable and educational purposes within the meaning of § 501 (c) (3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”). The purpose for which the School is formed is to educate children in a coeducational school.

FIFTH: No part of the net earnings of the School shall inure to the benefit of, or be distributable to any Member, trustee, or officer of the School, or any other private person, except that the School is authorized and empowered to pay reasonable compensation for services rendered to or for the School and to make payments and distribution in furtherance of the purposes set forth in Article FOURTH hereof.

No substantial part of the activities of the School shall be the distribution of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501 (h) of the Code and in any corresponding laws of the Commonwealth of Virginia), and the School shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the School shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in § 501 (c) (3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under § 170 (c) (2), 2055 (a) (2), and 2522 (a) (2) of the Code.

SIXTH: In the event of dissolution or final liquidation of the School, all of the remaining assets and property of the School shall, after paying or making provision for the payment of all of the liabilities and obligations of the School and for necessary expenses thereof, be distributed to such organization or organizations under § 501 (c) (3) of the Code as the Board of Trustees shall determine. In no event shall any of such assets or property be distributed to any Member, trustee, officer, or any private individual.

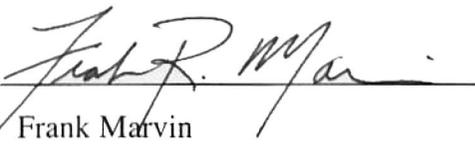
SEVENTH: To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no officer or trustee of the School shall be personally liable for damages in any proceeding brought by or in the right of the School or brought by or on behalf of Members of the School, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being or having been an officer or trustee of the School; provided, however, that such relief from liability shall not apply in any instance where such officer or trustee engaged in willful misconduct or a knowing violation of the criminal law or where such relief is inconsistent with any provision of the Code applicable to corporations described in Code § 501 (c) (3).

EIGHTH: The School shall not discriminate in violation of applicable law or as otherwise set forth in the Bylaws.

NINTH: The vote of a majority of all Members shall be required to amend the Articles of Incorporation and to remove a Member trustee.

The undersigned Chair of the Board of Trustees and President of the Corporation declares that the facts herein stated are true as of May 16, 2007.

THE LANGLEY SCHOOL

By: 
Frank Marvin

Chair of the Board of Trustees and President