BYLAWS
OF

ARIZONA LANGUAGE PREPARATORY

A Nonprofit Corporation

ARTICLE I
OFFICES

The principal office of the corporation, hereinafter referred to as the "Corporation," shall be located at the address set forth in the Articles of Incorporation. The Corporation may have such other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time.

ARTICLE II
MEMBERSHIP

Section 1. Classes of Members. The Corporation shall have only one (1) class of membership, the Board of Directors members, which shall be voting members.

ARTICLE III
BOARD OF Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors whose members shall have a fiduciary obligation to the Corporation.

Section 2. Number, Term and Qualifications. The number of Directors shall be no less than three (3) and shall have no maximum number. Directors must be at least eighteen (18) years of age. Directors shall be sought who have experience or working interest in areas such as finance, real estate, human resources, event management, education, and/or possess a specific skill necessary to chair and oversea the Community Committees of the corporation, and work with Community Committee members to arrive at agreed-upon proposals for presentation to the full Board. This corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, physical handicap, gender, ancestry, religion, or sexual orientation. The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting. At the first annual meeting, one-third of Directors shall be elected to one-year terms, one-third to two-year terms, and the remaining Directors to three-year terms. At subsequent annual meetings, Directors shall be elected to three-year terms. The term of office for newly elected Directors shall commence at the succeeding Board meeting. Each Director shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, any two (2) Directors, or a majority of paid staff of the corporation. Special meetings shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

Section 5. Notice. Notice of the annual, regular or any special meeting of the Board of Directors shall be given to each director and committee members not less than ten (10) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Any notice required under the provisions of these By-laws or as otherwise required by law shall be given in person or by mail. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed as it appears in the records of the Corporation. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than a quorum.

Section 7. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. All meetings shall be conducted according to a standard parliamentary procedure. The Board shall seek to make decisions through the consensus. If consensus cannot be reached in a reasonable period of time, the President may table the decision until the next meeting or ask that a decision be made by the affirmative vote or not less than seventy-five percent (75%) of those present and eligible to vote. Each Board or committee member shall be entitled to one vote. Member not present may vote by written proxy submitted before or at the meeting. Unless otherwise provided for in these By-laws, the act of those present in person or by proxy at a meeting at which a quorum has been attained shall be the act of the body so meeting. Except upon motion properly passed to conduct an executive session, all meetings of the Board shall be open to the public. Executive sessions may exclude anyone not designated in the motion for executive session, but shall be only for personnel matters, property acquisition, and communication with legal counsel.

Section 8. Resignation, Vacancies, Additions, Elections and Removal. Any Director, Officer, or committee member may resign at any time by delivering written notice to the President, Secretary, or appropriate committee chair at the registered office of the Corporation, or by given oral or written notice at any meeting. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof. The Board may remove any Director, Officer, or committee member if they have knowingly violated the rules and policies of the Corporation or carried out activities without Board authorization that have legal or financial consequences for the Corporation. Such termination may take place at any Board meeting. If removal of a Director is proposal, all Directors shall be notified of the meeting and the cause for the proposed termination. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason or an increase in the number of Directors, shall be filled by a two-third (2/3) majority vote of the Board of Directors.

Section 9. Compensation. Directors, as such, shall not receive any salaries for their services.

ARTICLE IV
OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a secretary, a treasurer, one or more vice-presidents and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers of Officers.

(a) ***The President*:** The President shall be the chief executive officer of the Corporation. He or she shall be a continuing member of the Board of Directors. He or she shall have general management of the business of the Corporation and general supervision of the other

officers. He or she shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Corporation any specific powers, other than those that may be conferred only upon the President. He or she shall execute in the name of the Corporation all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors. He or she shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

(b) ***Vice President***: The Vice President shall perform the duties and exercise the powers of the President in case of his or her temporary absence from the office of the Corporation, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. He or she shall serve as an ex-officio member of the Board of Advisors; however, in the event of serving as President, he or she shall be a voting member of the Board of Advisors.

(c) ***Secretary:*** The Secretary shall attend all sessions of the Board held at the office of the Corporation and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall perform like duties for the executive and standing committees when required. He or she shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He or she shall have custody of the seal to all authorized documents requiring the seal. He or she shall keep the membership rolls of the Corporation, and in general perform the duties usually incident to the office of Secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the President.

(d) ***Treasurer***: The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board and shall render to the President and Directors at the regular meeting of the Board, and whenever they may be required, accounts of all his transactions as Treasurer and of the financial condition of the Corporation. He or she shall perform the duties usually incident to the office of the Treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

(e) ***Delegating Powers to Other Officers:*** In case of the absence of any officer of the Corporation, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his duties and powers for the time being to any other officer, or to any director.

ARTICLE V
COMMITTEES AND BOARD OF ADVISORS

Section 1. Committees and Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, which committees, to

the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him/her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President shall appoint the members thereof. Any member thereof may be removed by the President whenever in his judgment the best interest of the Corporation shall be served by such removal.

Section 3. Board of Advisors. A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide counsel to the President and to the Board of Directors. Counsel shall be organizational, financial, legal or other areas wherein the President determines professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established and the appointment of the Board of Advisors and tenure thereon shall be at the pleasure and in the complete discretion of the President.

ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agents or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the Treasurer or the President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for any purpose of the Corporation.

ARTICLE VII
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Board of Directors, committees having and exercising

any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote. All books and records of the Corporation may be inspected by any member, or agent for any proper purpose at any reasonable time.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX
DISSOLUTION

(a) Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 2004, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Corporation. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Corporation, the Corporation shall not carry on any activity 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 of 2004, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States revenue law).

ARTICLE X
SEAL

The Board of Directors shall provide a corporate seal, which shall be set forth below.

Arizona Preparatory Language

ARTICLE XI
AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. At least ten (10) business days written advance notice of said meeting shall be given to each member of the Board of Directors.

Adopted by the full Board of Directors this 15th day of October, 2010.

Jonathan Emil Sc

Yeri Lee

Sara Hecht