BYLAWS

OF

CAMINO MONTESSORI

an Arizona nonprofit corporation

I. CORPORATION ARTICLES

1.1 References to Articles. Any reference herein made to Camino Montessori's (the "Corporation") articles of incorporation will be deemed to refer to its articles of incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission, together with any and all certificates filed by the Corporation with the Arizona Corporation Commission (or any successor to its functions) pursuant to applicable law.

1.2 Seniority. The articles and the Arizona Nonprofit Corporation Act will in all respects be considered senior and superior to these bylaws, with any inconsistency to be resolved in favor of the articles and such law, and with these bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

II. CORPORATION OFFICES

2.1 Known Place of Business. The initial known place of business of the Corporation in the State of Arizona shall be at 2118 E. La Donna Drive, Tempe, AZ 85283, unless otherwise designated in the articles or in a written statement or document duly executed and filed with the Arizona Corporation Commission. The Corporation may have such other offices, either within or without the State of Arizona, as the Corporation's board of directors ("Board") may designate or as the business of the Corporation may require from time to time.

2.2 Change Thereof. The Board may change the Corporation's known place of business or its statutory agent from time to time by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

III. PURPOSES AND CHARACTER OF AFFAIRS

3.1 Purpose. The Corporation is formed and organized and shall always be operated exclusively for educational and other charitable activities, solely and exclusively in the interest of the general public. More specifically, the objects, purposes and nature of the business of the Corporation are organizing and operating a charter school or charter schools within the State of Arizona and under Arizona law. In addition, the Corporation's purpose shall be to promote and encourage the optimal intellectual, social and physical development of children through the Montessori approach to education.

3.2 Tax-Exempt Status. The Corporation shall comply with all the rules and regulations to maintain tax-exempt status under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder and shall refrain from committing, authorizing, approving, or performing any act inconsistent with such rules and regulations.

IV. MEMBERS

4.1 Membership. There shall be one (1) class of membership. The initial members of the Corporation are Judith D. Webster and Kevin G. Webster. Additional members may be admitted to the Corporation at any time upon the unanimous vote of the then existing members. Members may resign from membership at any time by delivering written notice to the Corporation. Members shall not be required to pay any dues or other fees to the Corporation on account of their membership.

4.2 Authority of the Member. Except as otherwise provided in the Articles or in these Bylaws, the members may exercise all powers granted to a member of a nonprofit corporation under the Arizona Nonprofit Corporation Act.

4.3. Member Meetings. Meetings of the members may be held whenever and wherever called for by a majority of the then existing members, the Board, or the President of the Corporation.

4.4. Notices. Not less than two days (inclusive of the date of meeting) before the date of any meeting of the members and at the direction of the person or persons calling the meeting, the Secretary of the corporation will cause a written notice setting forth the time, place, and general purposes of the meeting to be deposited in the mail, with first class postage prepaid, addressed to each member at his, her, or its last address as it appears on the Corporation's records. Any member may waive call or notice of any meeting (and any adjournment thereof) at any time before, during, or after the meeting. Attendance of a member at any such meeting in person will automatically evidence his or her waiver of call and notice of such meeting (and any adjournment thereof) unless he or she is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed.

4.5. Organization and Conduct of Meetings. Each meeting of the members will be called to order and thereafter chaired by the President. If the President is unavailable, the meeting will be chaired by such other officer of the Corporation or such member as may be appointed by the Board. The Corporation's Secretary will act as secretary of each meeting of the members; in his or her absence, the chairman of the meeting may appoint any person (whether a member or not) to act as secretary for the meeting. Absent a showing of bad faith on his or her part, the chairman of a meeting will, among other things, have absolute authority to determine the order of business to be conducted at such meeting, and to establish reasonable rules for expediting the business of the meeting (including any informal or question-and-answer portions thereof).

4.6. Informalities and Irregularities. All informalities or irregularities in any call or notice of a meeting of the members or in the conduct of any such meeting will be deemed waived if no objection is made at the meeting.

V. BOARD OF DIRECTORS

5.1 Board of Directors. The Board shall be comprised of not less than two (2) and not more than ten (10) directors. The initial number of directors shall be five (5) and shall thereafter

be determined by the members from time to time. The directors shall be elected by a majority vote of the members.

5.2 Regular Meetings. Regular meetings of the Board may be held at regular intervals at such places and at such times as the Board may determine.

5.3 Special Meetings. Special meetings of the Board may be held whenever and wherever called for by the President, a majority of the members, or the number of directors that would be required to constitute a quorum.

5.4 Notices. Written notice of the time and place (but not necessarily the purpose or all of the purposes) of any special or regular meeting will be given to each director in person or via mail, electronic mail or facsimile addressed to him or her at his or her latest address or facsimile number appearing on the Corporation's records. Notice to any director of any such special or regular meeting will be deemed given sufficiently in advance when (i) if given by the United States Postal Service, the same is deposited in the mail, with first class or airmail postage prepaid, at least five calendar days before the meeting date, (ii) if personally delivered or delivered by electronic mail, the same is transmitted at least two calendar days before the meeting date, or (iii) if given by facsimile, the same is transmitted and electronic confirmation of successful transmission is received at least two calendar days before the meeting date. Any director may waive call or notice of any meeting (and any adjournment thereof) at any time before, during, or after it is held. Attendance of a director at any meeting will automatically evidence his or her waiver of call and notice of such meeting (and any adjournment thereof) unless he or she is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed. Any meeting, once properly called and noticed (or as to which call and notice have been waived as aforesaid) and at which a quorum is formed, may be adjourned to another time and place by a majority of those in attendance.

5.5 Quorum. A quorum for the transaction of business at any meeting or adjourned meeting of the Board will consist of a majority of those then in office.

5.6 Voting. Once a quorum is reached at a meeting, any matter submitted to a meeting of the Board of Directors will be resolved by a majority of those in attendance at the meeting notwithstanding the departure of one or more directors by the time the vote is taken; provided, however, that the Arizona Nonprofit Corporation Act does not require a greater number of directors to consent to a particular matter. In the case of equality of votes, the Chairman of the Meeting will have an additional or deciding vote.

5.7 Committees. The Board, from time to time, by resolution adopted by a majority of the entire Board, may appoint other standing or temporary committees, and vest such committees with such powers as the Board may include in its resolution (which committees may include the appointment of an advisory committee); provided, however that a committee shall not have the authority of the Board in reference to the following matters: (i) authorize distributions, (ii) fill vacancies on the Board of Directors or on any of its committees, (iii) adopt, amend or repeal the Corporation's Articles of Incorporation or these Bylaws, (iv) fix the compensation of directors for serving on the Board of Directors or any committee of the Board. A member of any committee may be removed, with or without cause, by the Board. In the event any vacancy occurs in a committee, it shall be filled by the Board. Unless otherwise specifically

required pursuant to a resolution adopted by a majority of the entire Board, a member of a committee need not be a Director of the Corporation. Additionally, committee members shall be subject to the provisions of the Corporation's Conflict of Interest Policy.

5.8 Policies and Procedures. The Board shall be authorized from time to time to adjust, amend and repeal such policies and procedures as it may deem necessary or appropriate to govern the Corporation's operations. Specifically, however, the Board shall adopt and, at all times maintain, a Conflict of Interest Policy.

5.9 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board or of any committee at which action is taken on any matter will be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. A right to dissent will not be available to a director who voted in favor of the action.

5.10 Compensation. No director shall receive or be entitled to receive any compensation from the Corporation by reason of serving on the Board. Notwithstanding the foregoing, a director may be reimbursed for reasonable expenses, if any, incurred by the director on behalf of the Corporation.

5.11 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if all directors or committee members, as the case may be, consent thereto in writing. Such consent shall have the same effect as a unanimous vote of the directors or committee members of the Corporation at a meeting duly called and noticed.

5.12 Meetings by Conference Telephone. Any member of the Board or a committee thereof may participate in any meeting of the Board or committee, as applicable, by means of a conference telephone or similar communication equipment whereby all members participating in such meeting can hear one another. Such participation shall constitute attendance in person.

5.13 Vacancies; Removal. Vacancies on the Board shall exist: (a) on the death, resignation or removal of any director; and (b) whenever the number of authorized directors is increased. Any director may resign upon giving written notice to an officer of the Corporation specifying the effective date of such resignation. Directors may be removed from office only by the vote of a majority of the members with or without cause. Vacancies in the Board shall be temporarily filled by the members and a director so appointed shall hold office until the earliest of (i) next annual meeting of the members, (ii) the appointment of a replacement director by the members and (iii) the death or resignation of the individual so appointed

5.14 Full Time Services Not Required. Nothing in these Bylaws shall be deemed to require that a person serving on the Board spend his or her full time or any specific amount of time managing the Corporation's business; however, any person serving as a Director shall be available at reasonable times to assist in the management of the Corporation's business.

VI. OFFICERS - GENERAL

6.1 Officers. The Corporation's officers shall consist of a President, a Treasurer, and Secretary and such other officers as determined to be appropriate by the Board of Directors. Each officer designated by the Board of Directors shall have such authority and shall perform such duties as the Board of Directors may from time to time determine. The officers shall serve at the pleasure of the Board of Directors. Any number of offices may be held by the same person, including the offices of President and Secretary.

6.2 Removal and/or Resignation of Officers. Any officer may be removed with or without cause by the Board of Directors. The removal of a person as an officer of the Corporation does not automatically prevent the same person from serving on the Board of Directors. Any officer may resign at any time by giving written notice of resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.3 Salaries. An officer may be paid reasonable compensation and shall be reimbursed for reasonable expenses, if any, incurred by such officer on behalf of the Corporation. Notwithstanding the foregoing, no salary or other compensation shall be paid to an individual serving as an officer of the Corporation who is also on the Board of Directors unless such compensation relates solely to such individual's capacity as an officer. The following guidelines shall be followed by the Directors when determining reasonable compensation of any officer:

a. The Corporation's Conflict of Interest Policy must be consulted and satisfied;

b. Compensation arrangements must be based on (i) information about compensation paid by at least three similarly situated organizations (taxable or tax-exempt) for similar services, (ii) current compensation surveys compiled by independent firms, or (iii) actual written offers from similarly situated organizations;

c. Compensation arrangements must be approved pursuant to this Section 6.3 in advance of any payment of compensation;

d. The date and terms of approved compensation arrangements must be documented in writing, and the written documentation must identify (i) the members of the authorized body who were present during debate on the approved compensation arrangement, (ii) the decision made by each individual who participated in the determination of approved compensation arrangement, (iii) the information on which the compensation arrangement was based and its source, and (iv) any actions taken, consistent with the Conflict of Interest Policy referenced in Section 6.3(a), with respect to consideration of the compensation arrangement by anyone who otherwise is authorized to vote on compensation arrangements but who had a conflict of interest with respect to the transaction.

6.4 Duties of the Chairman of the Board. If appointed, the Chairman of the Board shall oversee all of the general business and affairs of the Corporation. The Chairman of the Board shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors from time to time. The Chairman of the Board shall be the Chairman of the Meeting for any meeting at which such person is present.

6.5 Duties of the President. The President shall be the Corporation's Chief Executive Officer and shall supervise the Corporation's business and affairs. The President shall be responsible for the appointment, removal, replacement and supervision of all of the Corporation's employees. The employees hired by the President shall be compensated as determined by the President. Except as may otherwise be specifically provided in a resolution of the Board, the President will be the proper officer to sign on behalf of the Corporation any agreement or other instrument of any significant importance to the Corporation and be the person to act as Chairman of the Meeting if there is no Chairman of the Board or such person is not present at a meeting.

6.6 Duties of the Vice President. The Corporation may have one or more Vice-Presidents. Any Vice-President(s) shall perform the duties that are assigned to such office (or to a particular Vice-President if there exists more than one Vice President) by the President or the Board. Any Vice-President as designated by the President or the Board will be vested with all of the powers and charged with all of the duties of the President in the event of the President's absence or inability to act.

6.7 Duties of the Secretary. The Secretary will keep or cause to be kept the minutes of meetings of the Board of Directors, the minutes of the meetings of any committee of the Board of Directors, all unanimous written consents of the Board of Directors and any committee of the Board of Directors, and will see that all notices are duly given in accordance with the provisions of these bylaws or as otherwise required by law. The Secretary will be custodian of the corporate seal, if any, and corporate records and, in general, will perform all duties incident to the office. Except as otherwise may be specifically provided in a resolution of the Board of Directors, the Secretary and each assistant secretary will be a proper officer to impress the Corporation's seal, if any, on any instrument signed by the President, a Vice-President, or any other duly-authorized person, and to attest to the same.

6.8 Duties of the Treasurer. The Treasurer will keep or cause to be kept full and accurate accounts of receipts and disbursement in books belonging to the Corporation, and will cause all money and other valuable effects to be deposited in the Corporation's name and to the Corporation's credit in such depositories, subject to withdrawal, in such manner as may be designated by the Board of Directors. The Treasurer will render to the Board of Directors and/or the President at proper times an account of all transactions as Treasurer and of the Corporation's financial condition. The Treasurer shall be responsible for preparing and filing, or causing to be prepared and filed, such financial reports, financial statements, and returns as may be required by law.

VII. CONFLICTS OF INTEREST

The Corporation's Conflict of Interest Policy must be consulted and satisfied prior to entering into any transaction or arrangement covered by such Policy. The directors and officers of the Corporation shall annually acknowledge such Policy.

VIII. INDEMNIFICATION

The Corporation shall, to the fullest extent possible under the laws of the State of Arizona, indemnify the directors, officers, employees and agents of the Corporation with respect to liabilities and expenses arising out of any action, suit or proceedings in which they become involved by reason of their affiliation with the Corporation. Nothing contained herein shall prevent the Corporation from obtaining appropriate liability insurance for any of the foregoing.

IX. SEAL

The Board may provide for a seal of the Corporation that will have inscribed thereon the name of the Corporation, the state and year of its incorporation, and the words "Corporate Seal."

X. AMENDMENTS

These bylaws may be altered, amended, supplemented, repealed, or temporarily or permanently suspended, in whole or in part, or new bylaws may be adopted, by a majority vote of the members at any duly-constituted meeting or, alternatively, by unanimous written consent to corporate action by the members without a meeting.

CERTIFICATION OF ADOPTION

I certify that I am the Secretary of Camino Montessori, an Arizona nonprofit corporation (the "Corporation"), and have been designated by the Board of Directors of the Corporation to act in that capacity. I also certify that the foregoing Bylaws have been adopted as the Bylaws of the Corporation by its Board of Directors by written consent in lieu of meeting, and that these Bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated, or superseded, and remain in full force and effect.

DATED the 1st day of March, 2010.

Judith D. Webster
JUDITH D. WEBSTER, Secretary