#7 Bylaws

BYLAWS
of
ESTRELLA EDUCATIONAL FOUNDATION

ARTICLE 1
GENERAL

a. **Name.** The name of the corporation is Estrella Educational Foundation.

b. **Office.** The known place of business of the Corporation shall be c/o Moshier & Neal, PLC, 3001 East Camelback Road, Suite 130, Phoenix, Arizona 85016. The Corporation may also have offices at such other places within and without the State of Arizona as the Directors may from time to time determine or the business of the Corporation may require.

c. **Corporate Seal.** The Corporation may or may not adopt a seal. If a seal is adopted by the Corporation, the seal of the Corporation shall have inscribed thereon the name of the Corporation, the state and year of its incorporation and the words "Corporate Seal."

ARTICLE 2
NO MEMBERS

This Corporation shall not be a membership corporation, and it shall not have any members. All rights, powers and responsibilities of this Corporation shall be vested in the Board of Directors.

ARTICLE 3
DIRECTORS

a. **General Powers.** Subject to the limitations of these Bylaws, the Articles of Incorporation and the laws of the State of Arizona, the affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of its Board of Directors. The Directors need not be residents of the State of Arizona. No Director, officer or agent of the Corporation shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles of Incorporation or for purposes reasonably incidental thereto.

b. **Number.** The initial members of the Board of Directors shall be those persons named in the Articles of Incorporation. Beginning ninety days after the date the corporation was formed, the Board of Directors of the Corporation shall consist of at least three Directors. The number of persons serving from time to time shall be fixed by a resolution of the Board of Directors. If vacancies exist in the Board of Directors, the number of Directors shall consist of the number of Directors actually serving, so long as there is at least one Director. Until the first annual meeting, new or replacement Directors shall be named by the members then serving on the Board of Directors. All Directors shall serve until their terms shall expire or until their successors are elected or appointed. All Directors shall have equal and full voting responsibilities as members of the Board of Directors. In no event shall the number of members of the Board of Directors be fewer than one. No decrease in the number of Directors shall have

the effect of shortening the term of office of any incumbent Director. A newly-created seat on the Board shall be filled in the same manner as a vacancy on the Board.

c. **Election.** Except as provided in these Bylaws for the filling of vacancies, the members of the Board of Directors shall elect the new Board of Directors at the annual meeting. Each Director so elected shall serve for a term of one year or until such Director's earlier resignation or removal, provided, however, if an election of Directors at an annual meeting has not taken place, Directors may continue to serve as Directors until a successor is elected and qualifies, or until such Director's earlier resignation or removal. An individual may be elected to successive terms on the Board of Directors.

d. **Resignation.** Any Director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof, at any time to the President or the Secretary of the Corporation. Such resignation shall take effect prospectively at the time specified therefor and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

e. **Removal of Directors.** Any Director may be removed, with or without cause, by the vote of a majority of all Directors. Election or appointment of a Director shall not of itself create contract rights.

f. **Vacancies.** A majority of the Directors then in office, though less than a quorum, or a sole remaining Director, may fill vacancies and newly created Directorships. A Director so chosen shall hold office until a successor is elected and qualifies, or until such Director's earlier resignation or removal. A Director elected to fill a vacancy occurring in the Board of Directors shall be elected for the unexpired term of his predecessor in office, unless that Director sooner resigns or is removed.

g. **Attendance at Meetings.** The Chair of the Board, and in his or her absence, the President of the Corporation, shall call meetings of the Board of Directors to order, and shall act as chair of such meetings. The Secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the Secretary, the Chair or acting Chair of the Board may appoint any person present to act as secretary of the meeting. The officer acting as secretary of a meeting is responsible for preparing minutes of the meeting.

h. **Annual Meetings.** The annual meeting of the Board of Directors shall be held during the second week of December or on another date designated by the Directors. If not previously held, the first meeting of the Board of Directors each calendar year shall be the annual meeting of the Board of Directors. At the annual meeting, the Directors shall elect Directors to serve for the coming year and shall transact such other business as may come before the meeting. Notice of the annual meeting shall be given in the same manner as notices of any special meeting.

i. **Place of Meeting.** The annual meeting shall be held at the place and time specified in the notice of the meeting. All other meetings of the Board of Directors shall be held at such place, within or without of the State of Arizona, as the Directors may fix or determine from time to time.

j. **Special Meetings.** Unless otherwise provided by resolution of the Board of Directors, all meetings of the Board of Directors other than annual meetings shall be special meetings. A special meeting of the Board of Directors shall be called by the President (or, in the absence of action by the President, by the Secretary) upon the written request of any Director then serving. Special meetings of the Board of Directors shall be held at such place and time in Maricopa County as a person or persons calling the meeting shall specify.

k. **Notices.** Notice of the annual meeting of the Board of Directors shall be given at least ten, but not more than forty-five days prior thereto by a writing delivered personally or mailed to each Director, or by facsimile. Notice of special meetings of the Board of Directors shall be given at least two days, but not more than twenty-five days, prior thereto by a writing delivered personally, mailed or faxed to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at the address of the Director on the books of the Corporation with postage thereon prepaid. If faxed, a notice shall be deemed to be delivered when confirmation of receipt of the facsimile is received by the sending party. The attendance of a Director at a meeting shall constitute a waiver of notice of a 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. Unless otherwise required by law or specified by the Articles of Incorporation or the Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board or Directors need be specified in the notice or the waiver of notice of such meeting. Notice of any meeting may be waived by any or all of the Directors.

l. **Quorum.** At all meetings of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business; but if, at any meeting of the Board of Directors, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any such adjourned meeting at which a quorum of the Directors shall be present, any business may be transacted which may have been transacted at that meeting as originally called. The Directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of Directors, if any action is approved by at least two-thirds of the required quorum for that meeting.

m. **Manner of Acting.** The affirmative vote of a majority of the Directors present at a meeting duly held 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, the Articles of Incorporation or these Bylaws.

n. **Compensation.** A Director who is not also an employee of this corporation or of any affiliated corporation may be paid reasonable compensation for the value of the time spent by the Director in service to the corporation, by attendance at meetings or otherwise. A Director who is also an employee of the corporation or an affiliated corporation shall not receive any compensation for his services as a member of the Board. By resolution of the Board of Directors expenses of attendance of all Directors, if any, may be allowed for attendance at each annual or special meeting of the Board.

o. **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent setting forth

the action to be taken shall be signed by all of the Directors. Such action by written consent shall have the same force and effect as an unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

p. **Telephonic Participation in Meetings.** Members of the Board of Directors, or any committee of the Board, may participate in a meeting of the Board or of such committee by means of a conference telephone, internet phone or similar communications device whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute participation by all those people at the meeting.

q. **Adjournment.** A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

r. **Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the Corporation within two business days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

s. **General Standards for Directors.** In performing duties as a Director, each Director must comply with Arizona Revised Statutes Section 10-3830, as it may be amended. A Director's duties, including duties as a member of a committee, shall be discharged: (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the Director reasonably believes to be in the best interests of the Corporation. In discharging duties to the corporation, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by any of the following: (i) one or more officers or employees of the corporation whom the Director reasonably believes are reliable and competent in the matters presented, (ii) legal counsel, public accountants or other person as to matters the Director reasonably believes are within the person's professional or expert competence, (iii) a committee of or appointed by the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence, and (iv) religious authorities and ministers, priests, rabbis or other persons whose position or duties in the religious organization the Director believes justify reliance and confidence and whom the Director believes to be reliable and competent in the matters presented. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by the preceding sentence unwarranted. A Director is not liable for any action taken as a Director or any failure to take any action if the Director's duties were performed in compliance with this Section 3.19 and Arizona Revised Statutes Section 10-3830, as it may be amended.

t. **Conflicts of Interest.** If any Director has a conflict of interest that might properly limit the Director's fair and impartial participation in Board deliberations or decisions, the Director shall inform the Board as to the circumstances of the conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the

Director any appropriate nonconfidential information that might be needed by the Board in making decisions. "Conflict of interest," as referred to herein, includes, but is not limited to, any transaction by or with the Corporation in which a Director has a direct or indirect personal interest or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation. No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which the Director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

ARTICLE 4
OFFICERS

a. **Officers.** The officers of the Corporation, all of whom shall be elected by the Board of Directors, shall be a Chair of the Board, a President, a Vice President, a Secretary, a Treasurer, and such other officers and agents as the Board of Directors deems necessary or appropriate. The Corporation must have a Chair of the Board and a President, but the Board of Directors may elect or not elect any other officers. With respect to any officer position not created by the Board of Directors or not occupied, the President will assume and be responsible for the duties of that officer position until such time as the position is created and occupied by another person. No officer need be a Director. The Board of Directors may delegate to the President of the Corporation the authority to appoint any officer or agent of the Corporation other than the President, Vice President, Secretary or Treasurer. All officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Directors. Any two or more offices may be held by the same person. Officers may serve successive terms, if so appointed.

b. **Election of Officers.** The initial officers shall be elected by the initial Board of Directors. Thereafter, the officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. No officer shall serve for a fixed term, but shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

c. **Resignations.** Any officer may resign at any time by giving written notice to the President or a Director. The resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof by the Board of Directors or the Corporation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

d. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, 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 officers so removed.

e. **Vacancies.** A vacancy in any office may be filled by the Board of Directors or by the President in accordance with Section 4.a. The officer so elected shall hold office until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal.

f. **Compensation and Expenses.** Subject to the approval of the Board of Directors, an officer who is not also an employee of this Corporation or any affiliated corporation may be paid reasonable compensation for the value of the time spent by the officer in service to the corporation. An officer who is also an employee of the corporation or an affiliated corporation shall not receive any additional compensation for his or her services as an officer. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon the approval of the Board of Directors.

g. **Chair of the Board.** The Chair shall, when present, preside at all meetings of the Board of Directors, and may exercise the powers vested in him or her by the Board, by law or these Bylaws, and that usually attach or pertain to such office. The Chair shall have the responsibilities of establishing the agenda for Board meetings, and shall perform such duties as may be assigned to him or her by the Board.

h. **President.** The President shall be the chief executive officer of the Corporation. Subject to the direction of the Board of Directors, the President shall have general charge and supervision of the business, property, and affairs of the Corporation and general supervision over its other officers and agents. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall sign all legal documents and instruments in the name of the Corporation when authorized to do so by the Board and shall perform such other duties as may be assigned to him or her from time to time by the Board.

i. **Vice President.** The Vice President (or in the event there be more than one, the Vice Presidents in the order designated, or in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his or her disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

j. **Secretary.** The Secretary shall: (i) have charge of the records and correspondence of the Corporation under the direction of the President, (ii) be the custodian of the seal of the Corporation, if one is adopted, (iii) give notice of and attend all meetings of the Board, (iv) take and keep true minutes of all meetings of the Board of which, ex officio, he or she shall be the Secretary, (v) record all votes and the proceedings of the meetings of the Board in a corporate minute book to be kept for that purpose, (vi) authenticate the records of the corporation, and (vii) perform such other duties as may be assigned to him or her from time to time by the Board.

k. **Treasurer.** The Treasurer shall: (i) arrange for the accounting of all moneys, credits and property of the Corporation and for an accurate accounting of all money received and discharged, (ii) except as otherwise ordered by the Board, arrange for the custody of all the funds

and securities of the Corporation and shall deposit the same in such banks or depositories as the Board shall designate, (iii) keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board, (iv) submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board, (v) under the direction of the Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, provided, however, that any such checks over $1,000 must be signed by the Treasurer and President, (vi) make such transfers and other dispositions in the assets of the Corporation as may be ordered by the Board, (vii) in general, perform all the duties that are incident to the office of the Treasurer, subject to the control and approval of the Board, and (viii) perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board.

l. **Employees.** The Board of Directors may establish such positions of employment as it deems desirable from time to time and shall fix the compensation for such positions. The Board of Directors may also delegate such actions to specified officers. Subject to the control and direction of the Board of Directors, the President shall hire and discharge employees necessary for the proper conduct of the business of the Corporation.

ARTICLE 5
COMMITTEES

a. **Committees.** The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each of which shall consist of one or more Directors and such number of persons who are not Directors as the Board may determine, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except no such committee may exercise the authority of the Board of Directors in reference to the following matters: (i) filling vacancies on, or increasing or decreasing the members of, the Board of Directors or any committee of the Board of Directors; (ii) adoption, amendment or repeal of these Bylaws; and (iii) fixing compensation of Directors, officers or employees.

b. **Removal.** Any member of a committee established under this Article may be removed by the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

c. **Term.** Each member of a committee established under this Article shall continue as such until the next regular annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated or unless any such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

ARTICLE 6
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

a. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into

any contract or sign and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

b. **Checks.** 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 in such manner as shall from time to time be determined by resolution of the Board of Directors.

c. **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.

d. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

e. **Loans to Directors and Officers.** No loan shall be made by or to this Corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to any of its Directors or officers.

ARTICLE 7
INDEMNIFICATION OF DIRECTORS AND OFFICERS

a. **Indemnity.** The Corporation shall indemnify and hold harmless any Director or officer of the Corporation, or former Director or officer of the Corporation ("Indemnitee") who was or is a party to or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that the Indemnitee is or was a Director or officer of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a manager, Director, officer, or agent of another person or entity, against expenses (including reasonable attorneys' fees), losses, costs, damages, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the Indemnitee's conduct unlawful; provided, however, the Corporation will not be required to indemnify any person or entity in respect of any claim, issue, or matter as to which the Indemnitee shall have been adjudged to be liable for negligence or misconduct in the performance of the Indemnitee's duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal

action or proceeding, had reasonable cause to believe that the Indemnitee's conduct was unlawful.

b. **Authorization by the Board.** Any indemnification hereunder shall be made by the Corporation upon the occurrence of either one of the following: (a) authorization in the specific case upon a determination that indemnification of the Indemnitee is proper under the circumstances because the Indemnitee has met the applicable standard of conduct set forth in this Article; or (b) issuance of a final court judgment or order requiring indemnification or stating that it would be lawful in the specific case. The determination described in part (a) of the preceding sentence shall be made: (i) by the Board of Directors by a majority vote of the Directors who were not parties to such action, suit, or proceeding, or (ii) if a quorum is not obtainable, or even if obtainable, and a majority of disinterested Directors so directs, by independent legal counsel in a written opinion.

c. **Cooperation of Indemnitee.** Any Person seeking indemnification pursuant to this Article shall promptly notify the Corporation of any action, suit, or proceeding for which indemnification is sought and shall in all ways cooperate fully with the Corporation and its insurer, if any, in their efforts to determine whether or not indemnification is proper in the circumstances, given the applicable standard of conduct set forth in this Article. Any Person seeking indemnification pursuant to this Article other than with respect to (a) a criminal action, suit, or proceeding, or (b) an action, suit, or proceeding by or in the right of the Corporation, shall (i) allow the Corporation and/or its insurer the right to assume direction and control of the defense thereof, if they elect to do so, including the right to select or approve defense counsel, (ii) allow the Corporation and/or its insurer the right to settle such actions, suits, or proceedings at the sole discretion of the Corporation and/or its insurer, and (iii) cooperate fully with the Corporation and its insurer in defending against, and settling such actions, suits, or proceedings.

d. **Advance of Expenses.** Expenses incurred in defending a civil or criminal action, suit, or proceeding brought other than by the Corporation shall be paid by the Corporation in advance until the earlier to occur of (a) the final disposition of the action, suit, or proceeding in the specific case, or (b) a determination by the Board of Directors that indemnification is not proper under the circumstances because the applicable standard of conduct set forth in these Bylaws has not been met. Expenses incurred in defending a civil or criminal action, suit, or proceeding brought by the Corporation may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board in its sole discretion in the specific case. Any advance of expenses shall not commence until receipt by the Board of Directors of an undertaking by or on behalf of the Indemnitee seeking such advance to repay any advanced amount unless it shall ultimately be determined that the Indemnitee is entitled to be indemnified by the Corporation as authorized in this Article.

e. **Non-Exclusivity.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Arizona Nonprofit Corporation Act; Title 10, Chapter 31, Article 5 of the Arizona Revised Statutes; these Bylaws or any agreement, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office or position, and shall continue as to an Indemnitee who has ceased to be a Director, or officer of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of the Indemnitee.

f. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any Indemnitee who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a member, manager, Director, officer, employee, or agent of another person or entity against any liability asserted against that the Indemnitee and incurred by the Indemnitee in any such capacity, or arising out of the Indemnitee's status as such, whether or not the Corporation would have the power to indemnify the Indemnitee against such liability under the provisions of the Arizona Nonprofit Corporation Act, as amended from time to time. The acquisition of insurance for any Indemnitee under this Section 7.f shall not give rise to or increase, as the case may be, the obligation of the Corporation to indemnify any person or entity.

g. **Additional Indemnification.** The Corporation may provide further indemnity, in addition to the indemnity provided by this Article to any Person who is or was a Director, or officer of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a manager, Director, officer, or agent of another person or entity, provided that no such indemnity shall indemnify any Indemnitee from or on account of the Indemnitee's conduct that was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

h. **Set-off.** The Corporation's indemnity of any Indemnitee who is or was a Director, or officer of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a manager, Director, officer, or agent of another person or entity, shall be reduced by any amounts the Indemnitee may collect as indemnification (a) under any policy of insurance purchased and maintained in the Indemnitee's behalf by the Corporation, or (b) from another person or entity, or from insurance purchased by any of them.

i. **Limitation.** Nothing contained in this Article or elsewhere in these Bylaws, will operate to indemnify any Director or officer of the Corporation or any other Person if such indemnification is for any reason contrary to law, either as a matter of public policy, or under the provisions of any applicable state, or federal law. Notwithstanding anything herein to the contrary, except insofar as permitted by law, the Corporation shall not indemnify an Indemnitee for acts listed in Arizona Revised Statutes Section 10-3833, as amended.

j. **Constituent Entities.** For purposes of this Article, references to the "Corporation" includes all constituent entities absorbed in a consolidation or merger as well as the resulting or surviving entity so that any Indemnitee who is or was a manager, Director, or officer of such a constituent entity or is or was serving at the request of such constituent entity as a manager, Director, officer, or agent of another person or entity shall stand in the same position under the provisions of this Article with respect to the resulting or surviving entity as the Indemnitee would if the Indemnitee had served the resulting or surviving entity in the same capacity.

k. **Effect of Repeal.** So that Indemnitees may rely on the indemnification promised by this Article, no repeal or amendment of this Article shall reduce the right of an Indemnitee to payment of expenses or indemnification for acts or omissions of the Indemnitee taken before the date of the repeal or amendment.

ARTICLE 8
AMENDMENTS

The Board of Directors shall have the power to make, alter and repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of a majority of all of the Directors; provided that notice of the proposal to make, alter or repeal these Bylaws, or to adopt new bylaws, must be included in the notice of the meeting of the Directors at which such action takes place.

ARTICLE 9
PARLIAMENTARY RULES

The proceedings of all meetings of the members, if any, the Board of Directors and of any committees of the Board may be governed and conducted as provided in the latest edition of Robert's Rules of Order with any modifications thereto adopted by the Board of Directors; provided, however, the rules are not inconsistent with these Bylaws, the Articles of Incorporation, or any existing law. Notwithstanding anything herein the contrary, the provisions contained in Robert's Rules of Order are to be used merely as a sample of rules and are not binding on the members, if any, the Board of Directors or any committee of the Board.

ARTICLE 10
GENERAL PROVISIONS

a. **Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Title 10 of Arizona Revised Statutes, shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation or other organization and a natural person.

b. **Fiscal Year.** The fiscal year of the Corporation shall be fixed by resolution and approval of the Board; provided, that if such fiscal year is not so fixed by the Board, it shall run from January 1st until December 31st.

c. **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of the Board of Directors and committees.

d. **Invalid Provisions.** If any provision of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these Bylaws shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance herefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be formulated and adopted by the Board as a part of these Bylaws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid, and enforceable.

e. **Headings.** The headings used in these Bylaws are for reference purposes only and do not affect in any way the meaning or interpretation of these Bylaws.

Anthony Calderon

David Burrows

Anthony Arano

"Board of Directors"

SECRETARY'S CERTIFICATE

I, the undersigned Director of Estrella Educational Foundation, an Arizona nonprofit corporation (the "Corporation"), do hereby certify that the foregoing Bylaws is a true and correct copy of the Bylaws of the Corporation adopted by the affirmative vote of the Directors of the Corporation on April 19, 2013.

IN WITNESS WHEREOF, I have hereunto set my hand on April 19, 2013.

Anthony Arano, Secretary