BYLAWS
OF
GRANDVIEW ASSOCIATES, INC.
AN ARIZONA NONPROFIT CORPORATION

ARTICLE I

OFFICES AND CORPORATE SEAL

SECTION 1. Arizona Office. The corporation shall maintain an office in Maricopa County, Arizona.

SECTION 2. Other Offices. The corporation may also maintain offices at such other place or places, either within or without the State of Arizona, or within or without the United States of America, as the Board of Directors (the "Board") may designate from time to time, and the corporation may transact its business at such other offices with the same effect as that conducted at the principal office.

SECTION 3. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation, but nevertheless if in any instance a corporate seal be used, the same shall be either (i) a circle having on the circumference thereof the name of the corporation and in the center the words "corporate seal," the year incorporated, and the state where incorporated or (ii) a circle containing the words "corporate seal."

ARTICLE II

PURPOSE

Grandview Associates, Inc. is a tuition-free charter public school that will enable students to acquire critical reasoning and communication skills and to explore the cultural and scientific achievements that are at the heart of the liberal arts and sciences. Grandview Associates, Inc. will promote a curriculum emphasizing personal integrity, creative imagination, community service, and a lifelong quest for learning. The school shall not limit admission based on ethnicity, national origin, gender, income level, disabling conditions, or proficiency in the English language.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. Powers. Subject to any limitations set forth in the Articles of Incorporation, these Bylaws, or applicable laws, the Board shall manage and control the affairs of the corporation.

SECTION 2. Chairman. By a majority resolution, the Board may appoint from among its members a Chairman of the Board (the "Chairman") to serve for a term of one year. At the request of the President, the Chairman may preside at meetings of the Board and shall exercise

such other duties, not inconsistent with these Bylaws, as the Board may from time to time prescribe.

SECTION 3. Number and Election of Directors. The whole Board shall comprise not less than one (1) nor more than twenty-one (21) Directors. The two (2) individuals named as Directors in the Articles of Incorporation shall serve as the corporation's Directors until the expiration of their current terms. Commencing with the next annual meeting and thereafter at each annual meeting of the Board, the incumbent Directors shall elect the successors of those Directors whose terms expire in the then current calendar year. A Director so elected shall serve a term of two (2) years commencing on the first day of January in the year of election and expiring on the last day of December, of the second year of such Director's term (unless such Director is reelected to the Board). Notwithstanding anything else contained in these Bylaws, the number of full successive two-year terms that a person may serve as Director, including the terms of each person currently serving a full two-year term as a Director, is limited to three (3).

SECTION 4. Voting Rights. All Directors shall have equal voting rights on all matters to come before the Board.

SECTION 5. Removal. The Board may remove a Director whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice of the contract rights, if any, of the person removed. (Election or appointment of a Director shall not, in and of itself, create any contract rights.) Any Director absent when a motion is made or action taken for removal shall have the opportunity to address the Board at the meeting at which the removal is to be considered or decided.

SECTION 6. Vacancies. A vacancy may be filled by the affirmative vote of a majority of the remaining Directors then in office, though less than a quorum, or by a sole remaining Director. A Director so chosen shall hold office until the expiration of the term as set by the Board, but no such term shall be longer than two (2) years and it shall expire no later than the last day of December of the second year of the term.

SECTION 7. Annual Meetings. The Board shall meet at least annually in the month of November for the purpose of organization, the election of Directors and officers, and the transaction of other business. The meeting's time and place may be set by a majority of the Board. The Directors, by unanimous consent, may change the place and time of such meeting, and such meeting may be any time before, but not after, the last day of November of the applicable year.

SECTION 8. Special Meetings. Special meetings of the Board may be called by the President or Secretary and must be called by either of them on the written request of any member of the Board.

SECTION 9. Regular Meeting. The Board may hold regular meetings without notice at such time and place as the Board may determine by a resolution of the Board made at a meeting for which notice is given by mailing the same at least three days, or by hand-delivery or

telecopying at least one day, in advance of such meeting to the usual business or residence address of each Director or by any other means provided for under Arizona law.

SECTION 10. Notice of Meetings. Except as herein otherwise provided, notice of all Board meetings shall be given by mailing the same at least three days, or by hand-delivery or telecopying the same at least one day, before the meeting to the usual business or residence address of each of the Directors or by any other means provided for under Arizona law. Any business may be transacted at any Board meeting. At any meeting that every Director attends, even though without any notice or waiver thereof, any business may be transacted.

SECTION 11. Waiver of Notice. A Director's attendance at a meeting shall constitute waiver of notice of such meeting, except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any Director may waive notice of any annual, regular, or special meeting of the Board by executing a written waiver of notice either before or after the time of the meeting.

SECTION 12. Quorum. At all meetings of the Board, fifty-one percent of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by Arizona statute, the Articles of Incorporation, or these Bylaws. If at any meeting, less than a quorum attends, a majority of those present may adjourn the meeting without further notice to any absent Director.

SECTION 13. Action Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent to the action in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

SECTION 14. Place of Meetings. The Board may hold meetings, annual, regular, and special, either within or without the State of Arizona. It may hold such meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 15. Attendance. All Directors are required to attend Board meetings unless otherwise excused, in advance, by the President, if available and, if not, by the Secretary. Any Director who is absent without consent from the meetings of the Board for three (3) consecutive meetings shall be deemed automatically to have resigned such Director's office and such office shall be deemed vacant.

SECTION 16. Committees of the Board. The Board, by resolution adopted by a majority of the Board, may designate from among the members of the Board or other interested individuals one or more committees each of which, to the extent provided in such resolution and permitted by law, shall have and may exercise all the authority of the Board, except that no such

committee may exercise the Board's authority to (1) fill vacancies on the Board or any committee thereof; (2) adopt, amend, or repeal the Bylaws or the Articles of Incorporation; or (3) fix the compensation of Directors. The Board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

SECTION 17. Standing Committees. The Board shall appoint and maintain the following standing committees:

The Executive Committee: This committee will be chaired by the President and will consist of all other officers of the corporation and may include others as is deemed appropriate by the Board. This committee will serve as the central planning group for the corporation and as an advisory group to the Executive Director.

The Nominating Committee: The President shall appoint a nominating committee of the Board to present a slate of officers for nomination at the annual meeting.

ARTICLE IV

MEMBERS AND HONORARY BOARD MEMBERS

SECTION 1. Members. The corporation shall have no members, as that term is defined in section 10-3140(37) of the Arizona Revised Statutes.

SECTION 2. Honorary Director. Any individual or entity who subscribes to the purposes and basic policies of the corporation may become, by designation of the Board, an "Honorary Director" of the corporation, with such rights, privileges, and qualifications as the Board may establish by resolution and subject to the provisions of these Bylaws. Honorary Directors shall not be, nor have the rights and privileges of, "members" as that term is defined in section 10-3140 of the Arizona Revised Statutes.

SECTION 3. Director Emeritus. Any individual who has served as a Director or officer of the corporation may become, by designation of the Board, a "Director Emeritus" of the corporation, with such rights, privileges, and qualifications as the Board may establish by resolution and subject to the provisions of these Bylaws. Directors Emeritus shall not be, nor have the rights and privileges of, "members" as that term is defined in section 10-3140 of the Arizona Revised Statutes.

ARTICLE V

OFFICERS

SECTION 1. Designation of Titles. The officers of the corporation shall be a President, a Vice-President, a Treasurer, and a Secretary. Unless the articles of incorporation or these Bylaws

otherwise provide, the same person may hold any number of offices. The Board may require any such officer, agent, or employee to give security for the faithful performance of his duties.

SECTION 2. Election, Term of Office, Qualification. The Board shall elect the officers of the corporation every other year. Each officer shall hold office for two years or until his or her successor shall have been duly chosen, until his or her death, or until he or she resigns or is removed in the manner hereinafter provided.

SECTION 3. Subordinate Officers. The Board may appoint such subordinate officers, agents, or employees as the Board may deem necessary or advisable, including one or more additional vice presidents, one or more assistant treasurers, and one or more assistant secretaries, each of whom shall hold office for such period and have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. The Board may delegate to any officer or to any committee the power to appoint any such additional officers, agents, or employees. Notwithstanding the foregoing, no assistant Treasurer shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state, or city government.

SECTION 4. Removal. The Board may remove any officer or agent, with or without cause, whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not, in and of itself, create any contract rights.

SECTION 5. Vacancies. A vacancy in any office, because of death, resignation ,removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in Sections 2 and 3 of this Article V for election or appointment to such office.

SECTION 6. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation. In particular, the President shall preside at all meetings of the Board, represent the corporation at official functions, initiate contact with other professional organizations, as appropriate, coordinate and delegate responsibility for fund raising efforts, and delegate and coordinate duties to individual Board members and officers, as necessary. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the Board or these Bylaws expressly delegate the signing and execution thereof to some other officer or agent of the corporation or where the law requires such deeds, mortgages, bonds, contracts, or other instruments to be otherwise signed or executed. Finally, the President shall in general perform all duties incident to the office of President and such other duties, not inconsistent with these Bylaws, as the Board may from time to time prescribe.

SECTION 7. Vice-President. The Vice-President shall have such powers and perform such duties, not inconsistent with these Bylaws, as the Board or the President may from time to

time prescribe. At the request of the President, or in case of the President's absence or inability to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all powers of, and be subject to all the restrictions upon, the President.

SECTION 8. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the corporation and all items of value collected from its activities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name of and to the credit of the corporation in such banks and other depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as the Board may order, taking proper vouchers for such disbursements, and shall render to the President and to the Directors at the regular meetings of the Board, or whenever they may require it, a statement of all the Treasurer's transactions as Treasurer and an account of the financial condition of the corporation. At the request of the President, or in case of the President's and Vice-President's absence or inability to act, the Treasurer shall perform the duties of the President and, when so acting, shall have all powers of, and be subject to all restrictions upon, the President. And, in general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties, not inconsistent with these Bylaws, as the Board may from time to time assign to him.

SECTION 9. The Secretary. The Secretary shall act as Secretary of the Board and shall keep the minutes of all meetings of the Board. The Secretary shall keep an accurate list of Board members and their attendance, give notice of all Board meetings, and distribute minutes to all Board members. The Secretary shall be custodian of the corporate seal and shall affix the seal, or cause it to be affixed, to all proper instruments when deemed advisable by the Secretary. The Secretary shall have charge of the books, records, and papers of the corporation relating to its organization as a corporation, shall maintain all historical records of the corporation's activities, and shall see that the reports, statements, and other documents required by law are properly kept or filed. At the request of the President, or in case of the President's, Vice-President's and Treasurer's absence or inability to act, the Secretary shall perform the duties of the President and, when so acting, shall have all powers of, and be subject to all restrictions upon, the President. And the Secretary shall, in general, perform all the duties incident to the office of Secretary and such other duties, not inconsistent with these Bylaws, as the Board may from time to time prescribe.

ARTICLE VI

EXECUTIVE DIRECTOR

The Board may select an Executive Director who may be employed by the corporation pursuant to terms established by the Board. The Executive Director shall be responsible to, but only to, the Board. The Executive Director shall carry out the duties prescribed by the Board. The Executive Director shall be an ex-officio member of the Board and all committees.

ARTICLE VII

PARLIAMENTARY RULES

Except as altered by these Bylaws, the latest edition of Robert's Rules of Order, Newly Revised shall govern the proceedings of all meetings of the members of the Board and any committees of the Board.

ARTICLE VIII

COMPENSATION AND RESIGNATIONS

SECTION 1. Fees and Compensation. No Director, officer, or committee member shall receive any compensation for his or her services in that capacity, except for compensation in a reasonable amount for services rendered as determined by the Board and reimbursement for necessary and reasonable out-of-pocket expenses.

SECTION 2. Loans. The corporation shall not lend money to or use its credit to assist its Directors, whether or not employees or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until repaid.

SECTION 3. Resignations. Any Director or officer may resign his or her office at any time by giving notice of his or her resignation to the President or the Secretary of the corporation. Such 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 shall not be necessary to make it effective.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall be July 1 through June 30, or as may be altered by the Board.

ARTICLE X

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Contracts. The Board may authorize any officer or officers, agent or agents, 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 confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

SECTION 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, or 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 the Board shall, by resolution, from time to time determine.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board may select.

ARTICLE XI

VOTING UPON SHARES OF OTHER CORPORATIONS

Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which the corporation may hold shares and, at any such meeting, the President may possess and exercise all of the rights and powers incident to the ownership of such shares that, as the owner thereof, the corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE XII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer, employee, member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes or reimbursement for necessary and reasonable out-of-pocket expenses as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the corporation's assets upon the dissolution of the corporation. Upon such dissolution or winding up of the affairs of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, either dispose of all of the assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"), or distribute the assets to one or more organizations that shall then qualify as exempt organizations under section 501(c)(3) of the Code. Any such assets not so disposed of or distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the

corporation is then located, exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Code or to such organizations as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE XIII

EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization described in section 501(c)(3) of the Code or an organization contributions to which are deductible under section 170(c)(2) of the Code. In no event shall the corporation, as any substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except as is otherwise provided in section 501(h) of the Code. Nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIV

CONFLICTS OF INTEREST

SECTION 1. Conflict-of-Interest Transactions. No contract or other transactions between the corporation and its Directors or officers or between the corporation and any other corporation, firm, association, or entity in which its Directors or officers are members, Directors, or officers or have a financial, familial, professional or employment relationship shall be either void or voidable because of the relationship or interest or because the Director or officer is present at the meeting of the Board or of the committee of the Board that authorizes, approves, or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if the Corporation and the Directors and officers comply with procedures set forth in Arizona Revised Statutes Section 10-3862 or any successor statute.

SECTION 2. Quorum. A majority, but at least two, of all of the "qualified Directors" (as defined in Arizona Revised Statutes Section 10-3862(D) or any successor statute) shall constitute a quorum at a meeting of the Board or committee that authorizes, approves, or ratifies the contract or transaction.

ARTICLE XV

INDEMNIFICATION

SECTION 1. Indemnification. The corporation shall indemnify its Directors, officers, employees, and agents against expenses incurred in actions by third parties or by or in right of the corporation to the full extent permitted by and as provided in sections 10-3851, 10-3852, 10-3853, 10-3855 and 10-3856 of the Arizona Revised Statutes or any successor or related statutes.

SECTION 2. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her, in any such capacity or arising out of his or her, status as such, whether or not the corporation would have the power to indemnify him or her against such liability under this Article XV of these Bylaws.

ARTICLE XVI

REPEAL, ALTERATION OR AMENDMENT

The Board, by a majority vote of the full Board or by unanimous written consent, may repeal, alter, or amend these Bylaws or adopt substitute bylaws at any time.

The Board of Directors of Grandview Associates, Inc. adopted the foregoing Bylaws as of March __, 2013.

Yuliya Yatsyshina, Secretary