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ARTICLE XV
AMENDMENTS TO BYLAWS

15.1 **Amendments; Procedure**. These Bylaws may not be amended or restated without the written approval of the Member. The Member is hereby expressly permitted to propose restatement or amendment to these Bylaws, and, if so proposed, and after 10 days' prior written notice of such proposed amendment to each of the Member's board of directors and the Board, the Member may adopt such restatement or amendment by majority vote of the Member's board of directors at a duly-called meeting of the Member's board of directors pursuant to the Member's Bylaws. The Board may, at any time, recommend repeal, alteration, amendment or restatement of these Bylaws to the Member by a majority vote of the Directors at any regular or special meeting of the Board. In such case, the Member's board of directors shall either approve, modify or reject such recommendation by majority vote of the Member's board of directors. Notwithstanding the foregoing, no alteration, amendment or restatement of these Bylaws may adversely affect the Corporation's nonprofit status, tax-exempt status under Section 501(c)(3) of the Code or this Article XV except upon the prior written approval of the Member.

CERTIFICATION OF ADOPTION

As the acting Secretary of the Board, I hereby certify that the foregoing Bylaws have been adopted as the Bylaws of the Corporation by its Board at a duly-convened meeting of the Board on May 4, 2012, and that these Bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated or superseded, and remain in full force and effect.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 4th day of May, 2012.

Eleanor A. Gaines

Secretary of the Board of Directors of Hirsch Academy: A Challenge Foundation Academy, Inc., an Arizona nonprofit corporation