# BYLAWS OF

# INNOVATIVE HUMANITIES EDUCATION CORPORATION

# A CORPORATION

National Generic Version

The form of Minutes, Consents, Bylaws, Agreements and other forms and documents enclosed with this order are offered as a sample only of standard provisions contained in such forms and documents. They do not purport to address the specific requirements of individual transactions or situations. If utilized incorrectly, significant negative tax and business consequences could result. Persons outside the legal profession who intend to utilize any such forms and documents must seek competent legal counsel prior to their use or adaptation thereof for his or her particular requirements.

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# BYLAWS OF

# INNOVATIVE HUMANITIES EDUCATION CORPORATION

# A CORPORATION

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# BYLAWS
# OF
# INNOVATIVE HUMANITIES EDUCATION CORPORATION

## ARTICLE I
## OFFICES AND AGENTS

*Section 1. PRINCIPAL EXECUTIVE OFFICE AND REGISTERED OFFICE.*

The principal executive office for the transaction of business of the corporation is hereby fixed and located at ANNUAL REPORT City of , County of , of State. .

The location of the principal executive office may be changed by approval of a majority of the authorized Directors, and additional offices may be established and maintained at such other place or places, either within or without the of State, as the Board of Directors may from time to time designate.

*Section 2. OTHER OFFICES.*

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

*Section 3. REGISTERED AGENTS.*

The corporation shall have and maintain a and registered office located within the of State and within all other states in which it is required by applicable law.

## ARTICLE II
## DIRECTORS - MANAGEMENT

*Section 1. RESPONSIBILITY OF BOARD OF DIRECTORS.*

Subject to the corporation laws of the of State (the "Corporation Law") and to the Registered Agent, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the day-to-day operation of the business of the corporation to a management company or other person, provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

**Amendment: Adopted 5/6/2013**
**Re: Evaluation of Members of the Board Employed at Copper Point Schools:**
**Section 1: Principal**
**The Governing Board of Copper Point will be tasked with evaluating the Principal of the school in cases when the Principal is also a member of the IHEC board. In this event, the Principal and board member would abstain from all conversations and voting in regards to the employment in the school. If the principal, who is also a board member, is released from employment from the school, their position on the board will remain intact as per bylaws concerning removal of officers.**

**Section 2: Teachers**
**All evaluations for teachers on the IHEC board must come from both the school principal and, in the event the principal is a member of the board, the vice principal of the school who is a non-board member. In the event of a tie vote on the board concerning the employment of a teacher, the governing board of the school will be asked to review the data and make recommendations. Teachers who are on the board and facing evaluation will abstain from all conversations and voting regarding their employment at Copper Point Schools. All teachers not on the IHEC board shall be evaluated by the principal and his/her formal evaluation shall be the basis of the board's decision regarding employment. If the teacher, who is also a board member, is released from employment from the school, their position on the board will remain intact as per bylaws concerning removal of officers.**

**Section 3: Employment Termination**
**IHEC is responsible for hiring and firing of all employees at Copper Point Schools. They will have final say in all situations except for the ones described above. The governing board of the school may make recommendations. The principal may also make recommendations, and may only fire if the safety and welfare of the population is at risk per state law. In those situations, IHEC will accept employee termination.**

**Section 4: Ties**

**In the event of a tie vote, evaluations will be passed to the school's governing board for a final decision.**

**Motioned by McKnight**
**Seconded by Townsend**
**Unanimous Approval, 3-0**

*Section 2. NUMBER AND QUALIFICATION OF DIRECTORS.*

Subject to the Corporation Law and the Registered Agent, the authorized number of Directors shall be Articles of Incorporation or more individuals until changed by a duly adopted amendment to the Registered Agent if the number is fixed in the Registered Agent or otherwise by an amendment to the Bylaws adopted by the vote or written consent of holders of a majority of the outstanding shares entitled to vote. Each Director shall be a natural person of full age and otherwise need not be a resident of the state of incorporation. A Director need not be a Shareholder unless so required by the Corporation Law or Registered Agent. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

**Amendment: Adopted 5/6/2013**
**Re: Number of Board Members**
**The board shall be no less than three (3) and no more than five (5) members.**
**Motioned by McKnight**
**Seconded by Quintanar**
**Unanimous Approval, 3-0**

*Section 3. ELECTION OF, TERM OF, CUMULATIVE VOTING, FOR OFFICE OF DIRECTORS.*

Subject to notice of cumulative voting and unless otherwise provided in the Corporation Law or Registered Agent, Directors shall be elected by the majority of the shares entitled to vote present, in person, or by proxy at each annual meeting of the Shareholders to hold office until the next annual meeting. Unless the Registered Agent provide otherwise each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified or until such Director's earlier resignation or removal. Each Director so elected shall hold office until the next annual meeting of the Shareholders and until a successor has been elected and qualified unless the terms are staggered.

Provided the name of the candidate has been placed in nomination prior to the voting and one or more Shareholders has given notice at the meeting and provided notice of meeting that states conspicuously that cumulative voting is authorized, every Shareholder entitled to vote at any election for Directors of the corporation may cumulate their votes and give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which his or her shares are entitled, or distribute his or her votes on the same principle among

as many candidates as he or she thinks fit. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

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*Section 4. VACANCIES IN THE BOARD.*

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any Director, or if the Board of Directors by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or if the authorized number of Directors is increased, or if the Shareholders fail, at any meeting of Shareholders at which any Director or Directors are elected, to elect the number of Directors to be voted for at that meeting.

If the vacant office was held by a Director elected by a voting group of Shareholders, only the holders of shares of that voting group are entitled to vote to fill the vacancy if it is filled by the Shareholders. The Shareholders may elect a Director to fill a vacancy not filled by the Directors by the written consent of the Shareholders holding a majority of the outstanding shares entitled to vote or by the vote of a majority of the shares entitled to vote represented at a duly held meeting at which a quorum is present. At any time, the Shareholders may elect a Director or Directors to fill any vacancy or vacancies not filled by the Directors, but any such election by written consent shall require the consent of a majority of the outstanding shares entitled to vote.

*Section 5. REMOVAL OF DIRECTORS.*

Except as otherwise provided in the Registered Agent or the Corporation Law, the entire Board of Directors or any individual Director may be removed from office with or without cause by the holders of a majority or such larger percentage as required by the Corporation Law of the shares then entitled to vote for the election of Directors provided if a Director is elected by a voting group, only Shareholders of the group may vote to remove and if less than the entire Board is removed and Director may not be removed if the number of votes sufficient to elect under cumulative voting votes against removal unless the entire Board is removed.

A Director may be removed by the Shareholders only at a meeting called for the purpose of removing him and the meeting notice shall state that the purpose, or one (1) of the purposes, of the meeting is removal of the Director.

*Section 6. COMPENSATION OF DIRECTORS.*

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular and special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

*Section 7. COMMITTEES OF THE BOARD.*

One or more Committees of the Board may be appointed by resolution passed by a majority of the authorized number of Directors of the Board. Committees shall be composed of [one (1) two (2)] or more members of the Board, and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, as permitted by the Corporation Law. The Board by resolution adopted by a majority of the entire Board may fill any vacancy in a committee, appoint alternate members, abolish any committee and remove any Director from membership on a Committee.

The provisions of these Bylaws governing meetings of Directors, notices of meeting, waiver of notice, quorum and voting shall apply to meetings of a committee. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

(a) the adoption, amendment, or the approval of any action for which the Corporation Law also requires Shareholders' approval or approval of the outstanding shares;

(b) the creation or filling of vacancies on the Board of Directors or any committee of the Board;

(c) the fixing of compensation of the Directors for serving on the Board or on any committee;

(d) the adoption, alteration, amendment or repeal of Bylaws or the adoption of new Bylaws;

(e) the amendment of the Registered Agent;

(f) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(g) a distribution to the Shareholders of the corporation, except according to a formula, a method, or within limits prescribed by the Board of Directors; or

(h) the appointment of any other committees of the Board of Directors or the members of these committees.

(i) the approval of a plan of merger or share exchange or conversion of the corporation;

(j) the authorization or approval of the reacquisition of shares except as prescribed by the Board;

(k) the authorization or approval of the issuance, sale or contract for the sale of shares or determine rights, preferences or limitations, except within the limits prescribed by the Board.

(l) proposal for the reduction in stated capital;

(m) the election or removal of any officer or member of any committee;

(n) the action on matters committed by Bylaws or resolution of the Board exclusively to another committee of the Board.

*Section 8. RESIGNATION OF A DIRECTOR.*

Any Director may resign effective upon giving written notice or by other means permitted under the Corporation Law to the Chairman of the Board, the President, the Board of Directors of the corporation or as otherwise allowed under the Corporation Law, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is

effective at a future time, a successor may be elected to take office when the resignation becomes effective .

## ARTICLE III
## MEETINGS OF DIRECTORS

*Section 1. ANNUAL MEETINGS OF DIRECTORS.*

Meetings of the Board of Directors may be called by the Chairman of the Board, or the President, or any Vice President, or the Secretary, or any two (2) Directors and shall be held at the principal executive office of the corporation, unless some other place is designated in the notice of the meeting. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment so long as all members participating in such a meeting can simultaneously hear one another. Accurate minutes of any meeting of the Board or any committee thereof, shall be maintained by the Secretary or other officer designated for that purpose.

*Section 2. OTHER REGULAR MEETINGS OF DIRECTORS.*

Regular meetings of the Board of Directors shall be held at the principal executive offices, or such other place as may be designated by the Board of Directors, as follows:

Time of Regular Meeting:
Date of Regular Meeting:

If said day shall fall upon a holiday, such meetings shall be held on the next succeeding business day thereafter.

*Section 3. NOTICE OF ANNUAL AND OTHER REGULAR MEETINGS OF DIRECTORS.*

Unless the Corporation Law or Registered Agent provides otherwise no notice needs to be given of a regular (including annual) meeting of the time and place of the meeting fixed by the Bylaws or the Board of Directors. Unless the  or Corporation Law provide otherwise, the notice of a regular (including annual) meeting need not specify the purpose of the meeting.

*Section 4. SPECIAL MEETINGS OF DIRECTORS AND REQUIRED NOTICES.*

Special meetings of the Board may be called at any time by any of the aforesaid officers, i.e., by the Chairman of the Board or the President or any Vice President or the Secretary or any two (2) Directors. Unless the Corporation Law or Registered Agent provide for a longer or shorter period at least forty-eight (48) hours before the time called by the meeting.  Notice of the time, place and purpose of special meetings shall be delivered personally to the Directors or personally communicated to them by a corporate officer, by telephone or telegraph or by electronic transmission, mail, overnight delivery service, cablegram or other means authorized by the Directors and allowed by the Corporation Law for this purpose.

If the notice of a special meeting is sent to a Director by letter, it shall be addressed to him or her at his or her address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail, postage prepaid, in the place in which the principal executive office of the corporation is located at least four (4) days prior to the time of the holding of the meeting. The mailing, telegraphing, telephoning or delivery as above provided and any other method allowed by the Corporation Law shall be due, legal and personal notice to the Director.

*Section 5. NOTICE OF ADJOURNMENT OF MEETINGS.*

A majority of the Directors present at a meeting, whether or not constituting a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned and held within any twenty-four (24) hours, but if adjourned more than twenty-four (24) hours, notice shall be given to all Directors not present at the time of the adjournment.

*Section 6. WAIVER OR LACK OF NOTICE OF MEETING OF DIRECTORS.*

If there is any lack of required notice of any meeting of Directors, then the transactions thereof are as valid as if had at a meeting regularly called and noticed provided all of the Directors are present at any Directors' meeting, however called or noticed, or all of the Directors not present sign a written consent to the holding of the meeting or approval of the minutes on the records of such meeting, before or after the time or date of meeting stated in the Notice. The waiver, consent or approval shall be filed with the Secretary of the corporation for filing with the minutes or corporate records. If a Director attends a meeting without notice but without protesting or objecting to the holding of the meeting prior thereto or at its commencement, the Director shall be treated as present at the meeting and as waiver any notice to him.

*Section 7. DIRECTORS ACTION: WITHOUT MEETING*

Unless the Registered Agent or the Corporation Law provide otherwise any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of Directors, if authorized by a writing setting forth the action taken and signed individually or collectively by all members of the Board. Such consent shall be filed with the regular minutes of the Board or filed with corporate records.

The action taken shall be effective on the date the last Director signs the consent unless the consent specifies an earlier or later effective date.

*Section 8. QUORUM FOR MEETINGS OF DIRECTORS.*

Unless the Registered Agent or the Corporation Law provide otherwise, a majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business.

Unless the Corporation Law, Registered Agent or Bylaws require a greater number, the action of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act; provided that a minority of the Directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by a majority of the required quorum for such meeting.

*Section 9. EFFECT IF ONLY A SOLE DIRECTOR IS REQUIRED.*

In the event only one (1) Director is required by the Corporation Law, Bylaws or Registered Agent, any reference herein to notices, waivers, consents, meetings or other actions by a majority or quorum of the Directors shall be deemed to refer to such notice, waiver, etc., by such sole Director, who shall have all the rights and duties and shall be entitled to exercise all of the powers and shall assume all the responsibilities otherwise herein described as given to a Board of Directors.

*Section 10. ELECTRONIC PARTICIPATION IN MEETINGS OF DIRECTORS.*

If authorized by the Board of Directors in its sole discretion unless the Corporation Law, Registered Agent or Bylaws provide otherwise, Directors and Proxyholders may participate in a meeting of Directors by means of a telephone conference, electronic video screen communication, electric transmission by and to the corporation or any similar method of electronic communication by which all persons participating in the meeting can hear each other. Participation by such means constitutes presence in person at the meeting.

## ARTICLE IV
## OFFICERS - MANAGEMENT

*Section 1. OFFICERS.*

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer (or Treasurer). The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV.

Any number of offices may be held by the same person except the offices of President and Secretary unless the Corporation has only one Shareholder. Only an individual who is eighteen years of age or older may be appointed as an officer. Any natural person may be appointed as an officer. Unless they provide otherwise, none of the officers (other than chairman of the board) need be a Director. No person should acknowledge or verify any instrument in more than one capacity.

**Amendment:**
**Approved 5/6/2013**
**In the event of a vacancy in a position on a board, a current board member can be appointed to serve in two positions if those positions are Vice President or Secretary. The responsibilities of Vice President and Secretary shall be combined until the board elects a new member. This amendment is only valid if there are only three members on the board.**
**Motion by McKnight, President**
**Seconded by Townsend**
**Unanimous Approval, 3-0**

*Section 2. ELECTION OF OFFICERS.*

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 relating to appointment of subordinate officers or Section 5 relating to vacancies of this Article, shall be chosen annually by the Board of Directors. Each officer shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or a successor shall be elected and qualified.

*Section 3. SUBORDINATE OFFICERS.*

The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

*Section 4. REMOVAL AND RESIGNATION OF OFFICERS.*

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting to the Board.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation 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.

*Section 5. VACANCIES IN AN OFFICE.*

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to that office.

*Section 6. CHAIRMAN OF THE BOARD.*

The Chairman of the Board, if such an officer be elected, shall, if present, preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by the Bylaws. If there is no President, the Chairman of the Board shall in addition be the Chief Executive Officer of the corporation and shall have the powers and duties prescribed in Section 7 of this Article IV.

*Section 7. PRESIDENT.*

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer. Unless the or resolution of the Board provide otherwise, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He or she shall preside at all meetings of the Shareholders and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. The President shall be ex officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

*Section 8. VICE PRESIDENT.*

In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President. The Vice Presidents shall

have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

*Section 9. SECRETARY.*

The Secretary shall have the following duties:

(a) Book of Minutes. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors and Shareholders, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of shares present or represented at Shareholders' meetings and the proceedings thereof.

(b) Record of Shareholders. The Secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a share register, or duplicate share register, showing the names of the Shareholders and their addresses; the number and classes of shares held by each; the number and date of certificates issued for the same; and the number and date of cancellation of every certificate surrendered for cancellation including the maintenance and authentication of records required to be kept under section 1 of Article VII.

(c) Notice of Meetings. The Secretary shall give, or cause to be given, notice of all the meetings of the Shareholders and of the Board of Directors required by the Bylaws or by law to be given. He or she shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

(d) Other Duties. The Secretary shall keep the seal of the corporation, if any, in safe custody. The Secretary shall have the responsibility for preparing minutes of meetings of the Directors and meetings of Shareholders and authenticating records of the corporation. The Secretary shall have such other powers and perform such other duties as prescribed by the Board of Directors.

*Section 10. CHIEF FINANCIAL OFFICER - TREASURER*

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, earnings (or surplus) and shares. The books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have such

other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

## ARTICLE V
## MEETINGS OF SHAREHOLDERS

*Section 1. PLACE OF MEETINGS.*

Unless otherwise provided in the Corporation Law or Registered Agent, all meetings of the Shareholders shall be held at the principal executive office of the corporation within the of State unless some other appropriate and convenient geographical location is designated for that purpose from time to time by a resolution of the Board of Directors. At least one meeting shall be held in each calendar year for the election of Directors.

*Section 2. ANNUAL MEETINGS OF SHAREHOLDERS.*

The annual meetings of the Shareholders shall be held, each year, at the time and on the day and location following:

Time of Annual Meeting: Articles
Date of Annual Meeting:
Location of Annual Meeting:

If this day shall be a legal holiday, then the meeting shall be held on the next succeeding business day, at the same hour. At the annual meeting, the Shareholders shall elect a Board of Directors, consider reports of the affairs of the corporation and transact such other business as may be properly brought before the meeting. The initial annual meeting of Shareholders shall be held within fifteen (15) months of the date of the filing of the Registered Agent with the . A record of any vote or other action taken at the meeting shall be kept.

*Section 3. SPECIAL MEETINGS OF SHAREHOLDERS.*

Except to the extent limited in the Corporation Law or Registered Agent special meetings of the Shareholders may be called at any time by the Board of Directors, the President, and at the signed and dated request of one or more Shareholders holding not less than one-tenth (1/10) of the votes entitled to be cast on any issue proposed to be considered at the special meeting. Special meetings of Shareholders may be held in or out of the state of incorporation at a place fixed by the Board or otherwise at the principal executive office of the corporation.

*Section 4. LIST OF SHAREHOLDERS.*

After the record date for a meeting or adjournment thereof has been fixed, the corporation shall prepare an alphabetized list of names, addresses and number of shares held by each Shareholder, entitled to notice, arranged by voting group, and within each voting group by class or series in each case as reflected in the records of the corporation.

Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Shareholder during the whole time of the meeting. The

original share ledger or transfer book, or a duplicate thereof kept in this State, shall be prima facie evidence as to who are the Shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of Shareholders.

*Section 5. NOTICE OF MEETINGS OF SHAREHOLDERS.*

Notice of meetings, annual or special, shall be given in writing date not less than ten (10) nor more than sixty (60) days before the date of the meeting to Shareholders entitled to vote thereat. The notices shall be given by the Secretary or the Assistant Secretary, or if there be no such officer, or in the case of his or her neglect or refusal, by any Director or Shareholder.

The notices shall be given personally or by mail or other means of written communication allowed under the Corporation Law including by personal delivery, first class mail, overnight delivery service, facsimile, E-mail, or other form of electronic transmission and shall be sent to the Shareholder's address appearing on the books of the corporation, or supplied by him or her to the corporation for the purpose of notice, and in the absence thereof, as provided under the Corporation Law.

Notice of any meeting of Shareholders shall specify the place, the day and the hour of meeting, the means, if any, of electronic or remote participation by which a Shareholder may participate and be considered present and eligible to vote, and (1) in case of a special meeting, the general nature of the business to be transacted and no other business may be transacted, or (2) in the case of an annual meeting, those matters which the Board at date of mailing, intends to present for action by Shareholders. At any meetings where Directors are to be elected, notice shall include the names of the nominees, if any, intended at date of notice to be presented by management for election.

Notice shall be deemed given at the time it is delivered personally or deposited in the mail or sent by other means of written communication. The officer giving such notice or report shall prepare and file an affidavit or declaration thereof.

Secretary of State

*Section 6. WAIVER OF NOTICE OR CONSENT BY ABSENT SHAREHOLDERS.*

A Shareholder may in writing waive any notice of meeting before or after the date of meeting stated in the notice. The transactions of any meeting of Shareholders, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the Shareholders entitled to vote, not present in person or by proxy, sign a written waiver of notice, or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Attendance at the meeting of Shareholders in person or by proxy shall constitute a waiver of notice of the meeting, unless objection shall be made at the beginning of the meeting to holding the meeting. A Shareholder waives objection to consideration of a particular matter not described in the notice unless the Shareholder objects to consideration of the matter when presented.

*Section 7. ALL SHAREHOLDERS ACTING WITHOUT A MEETING.*

Unless otherwise provided in the Registered Agent or the Corporation Law, any action which may be taken at a meeting of the Shareholders, may be taken without a meeting or notice of meeting if authorized by a writing signed by all of the Shareholders entitled to vote at a meeting for such purpose, setting forth the action taken and filed with the Secretary of the corporation for filing with the minutes of proceedings of the Board in the records of the corporation.

*Section 8. OTHER ACTIONS OF SHAREHOLDERS WITHOUT A MEETING.*

Action that may be taken at a meeting of Shareholders may be taken without meeting, if the action is taken by all Shareholders entitled to vote on the action. Further, unless otherwise provided in the Corporation Law or the Registered Agent any action which may be taken at any annual or special meeting of Shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, signed and dated by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. The signed consents shall be delivered to the corporation as required by the Corporation Law.

Unless the consents of all Shareholders entitled to vote have been solicited in writing,

(1) Notice of any approval by Shareholders without a meeting by less than unanimous written consent shall be given at least ten (10) days before the consummation of the action authorized by such approval, and

(2) Prompt notice shall be given of the taking of any other corporate action approved by Shareholders without a meeting by less than unanimous written consent, to each of those Shareholders entitled to vote who have not consented in writing.

*Section 9. QUORUM FOR MEETINGS OF SHAREHOLDERS.*

Unless otherwise required by the Registered Agent or the Corporation Law, the holders of a majority of the shares entitled to vote thereat, that are present in person, or by use of authorized communications equipment or represented by proxy

When a meeting is adjourned for forty-five (45) days or lesser number of days as may be required the Corporation Law, or more, notice of the adjourned meeting shall be given as in case of an original meeting. Save, as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting of time and place at which such adjournment is taken. If after the adjournment, the Board fixes a new record date in which case, a notice of the adjourned meeting shall be given to each shareholder of record on the new record date.

shall constitute a quorum at all meetings of the Shareholders for the transaction of business except as otherwise provided by these Bylaws.

If, however, such majority (or other required greater number) shall not be present or represented at any meeting of the Shareholders, the Shareholders entitled to vote thereat, present in person, or by proxy, shall have the power to adjourn the meeting from time to time, until the requisite amount of voting shares shall be present. At such adjourned meeting at which the requisite amount of voting shares shall be represented, any business may be transacted which might have been transacted at a meeting as originally notified.

If a quorum be initially present, the Shareholders may continue to transact business for the remainder of the meeting until adjournment, notwithstanding the withdrawal of enough Shareholders to leave less than a quorum, if any action taken is approved by a majority of the Shareholders required to initially constitute a quorum unless the Corporation Law or Registered Agent provide otherwise.

*Section 10. VOTING BY SHAREHOLDERS.*

Unless otherwise provided in the Registered Agent or the Corporation Law, each Shareholder of record on the day next mentioned shall be entitled to one vote for each share of stock held. The Shareholders may vote by voice or ballot provided their own election for Directors must be by voice only if demanded by any Shareholder before the voting has begun. Only persons in whose names shares entitled to vote stand on the stock records of the corporation on the day of any meeting of Shareholders, unless some other day be fixed by the Board of Directors for the determination of Shareholders of record, and then on such other day, shall be entitled to vote at such meeting.

*Section 11. FIXING DATE FOR MEETINGS OF SHAREHOLDERS.*

Unless otherwise provided in the Registered Agent or the Corporation Law, the Board of Directors may fix a time in the future not exceeding sixty (60) days preceding the date of any meeting of Shareholders or less than ten (10) days, as a record date for the determination of the Shareholders entitled to notice of and to vote at any such meeting. In such case, only Shareholders of record on the date so fixed shall be entitled to notice of and to vote at such meeting, as the case may be notwithstanding any transfer of any share on the books of the corporation after any record date fixed as aforesaid. The Board of Directors may close the books of the corporation against transfers of shares during the whole or any part of such period.

*Section 12. PROXIES.*

Every Shareholder entitled to vote, or to execute consents or dissents, may do so, either in person or by written proxy or otherwise executed and transmitted to the corporation in accordance with the provisions of the Registered Agent or Corporation Law. A proxy is valid for a maximum period provided in the Corporation Law unless revoked or a different period is stated therein.

*Section 13. ORGANIZATION OF MEETINGS OF SHAREHOLDERS.*

The President, or in the absence of the President, any Vice President, shall call the meeting of Shareholders to order, and shall act as chairman of the meeting. In the absence of the President and all of the Vice Presidents, Shareholders shall appoint a chairman for such meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Shareholders, but in the absence of the Secretary at any meeting of the Shareholders, the presiding officer may appoint any person to act as Secretary of the meeting.

*Section 14. INSPECTORS OF ELECTION AT MEETINGS.*

In advance of any meeting of Shareholders or as of the tabulation or written consents of Shareholders without meeting, the Board of Directors may, if they so elect appoint one or more inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election be not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any such meeting shall, make such appointment at the meeting.

These inspectors shall:

(a) determine the number of shares outstanding and the voting power of each share;
(b) determine the shares represented at the meeting and the existence of a quorum;
(c) determine the authenticity, validity, and effect of proxies and ballots;
(d) receive votes, ballots, waivers, releases, or consents;
(e) hear and determine all challenges and questions in any way arising in connection with the right to vote or the vote;
(f) count and tabulate all votes or consents;
(g) determine when the polls shall close;
(h) determine the result and announce the result; and
(i) do any other acts that may be proper to conduct the election or vote with impartiality and fairness to all Shareholders

If there are three or more inspectors, the act by a majority shall govern.

*Section 15. ELECTRONIC PARTICIPATION IN MEETINGS OF SHAREHOLDERS.*

Unless otherwise restricted by the Corporation Law or Registered Agent or Bylaws, the Board of Directors may hold a meeting of Shareholders conducted solely by means of remote communication. Subject to any guidelines and procedures adopted by the Board of Directors, Shareholders and Proxyholders not physically present at a meeting of Shareholders may participate in the meeting by means of remote communication and are considered present in person and may vote at the meeting if all of the following are met:

The corporation implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a Shareholder or Proxyholder. The corporation implements reasonable measures to provide each Shareholder and Proxyholder a reasonable opportunity to participate in the meeting and to vote on matters

submitted to the Shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings.

If any Shareholder or Proxyholder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the corporation.

Notice may be provided in an electronic transmission and be electronically transmitted. Notice to Shareholders in an electronic transmission is effective only with respect to Shareholders that have consented, in the form of a record, to receive electronically transmitted notices under this title and designated in the consent the address, location, or system to which these notices may be electronically transmitted and with respect to a notice that otherwise complies with any other requirements of this title and applicable federal law.

A Shareholder who has consented to receipt of electronically transmitted notices may revoke this consent by delivering a revocation to the corporation in the form of a record. The consent of any Shareholder is revoked if (i) the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and (ii) this inability becomes known to the Secretary of the corporation, the transfer agent, or any other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Notice to Shareholders who have consented to receipt of electronically transmitted notices may be provided by (A) posting the notice on an electronic network and (B) delivering to the Shareholder a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice in a tangible medium may be addressed to the corporation's at its registered office or to the corporation or its Secretary at its principal office shown in its most recent . Notice provided in an electronic transmitted, if in comprehensible form, is effective when it: (i) is electronically transmitted to an address, location, or system designated by the recipient for that purpose; or (ii) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

## ARTICLE VI
## CERTIFICATES AND TRANSFER OF SHARES

*Section 1. CERTIFICATES FOR SHARES.*

Certificates for shares shall be of such form and device as the Board of Directors may designate and shall state on the face the name of the corporation, state of incorporation, the name of the record holder of the shares represented thereby; the number of shares represented, class of shares, designation of series; the par value or a statement that the shares are without par value; date of issuance; a statement of the rights, privileges, preferences, restrictions or limitations, if any; a conspicuous statement as to the rights of redemption or conversion, if any; a statement of liens or restrictions upon transfer or voting, if any; whether or not the shares are assessable or, whether assessments are collectible by personal action and any other express terms and the authority of the Board of Directors to determine variation for future series and the authority of the Board to divide shares into classes or series or determine a change to the relative rights, performance and limitations of the class or series.

All certificates shall be signed in the name of the corporation by two or more officers, the Chairman of the Board or Vice Chairman of the Board or the President or Vice President and by the Chief Financial Officer [Treasurer] or an Assistant Treasurer or the Secretary or any Assistant Secretary, certifying the number of shares and the class or series of shares owned by the Shareholder.

Any or all of the signatures on the certificate may be facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed on a certificate shall have ceased to be that officer, transfer agent, or registrar before that certificate is issued, it may be issued by the corporation with the same effect as if that person were an officer, transfer agent, or registrar at the date of issue.

*Section 2. TRANSFER ON STOCK LEDGER.*

Upon surrender to the Secretary or transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its stock ledger.

*Section 3. TRANSFER AGENTS AND REGISTRARS.*

The Board of Directors may appoint one or more transfer agents or transfer clerks, and one or more registrars, which shall be an incorporated bank or trust company, either domestic or foreign, who, shall be appointed at such times and places as the requirements of the corporation may necessitate and the Board of Directors may designate.

*Section 4. RECORD DATE*

In order that the corporation may determine the Shareholders entitled to notice of any meeting, any adjournments of a meeting for which notice is required, to vote at any meeting, give written consent or dissent to action without meeting or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any other lawful action, the Board may fix, in advance, a record date, unless the Corporation Law or Registered Agent require an earlier date, shall not be more than sixty (60) nor less than ten (10) days prior to the date of the meeting or date of payment nor more than sixty (60) days prior to any other action.

If no record date is fixed, the record date for determining Shareholders entitled to notice of or to vote at a meeting of Shareholders shall be at the close of business on the business day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

Unless the Registered Agent or the Corporation Law provide otherwise, the record date for determining Shareholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is given by delivery to the registered office of the corporation in the of State.

Unless the Registered Agent or the Corporation Law otherwise provides, the record date for determining Shareholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day, prior to the date of such other action, whichever is later.

*Section 5. LEGEND CONDITION.*

In the event any shares of this corporation are issued pursuant to a permit or exemption therefrom requiring the imposition of a legend condition, the person or persons issuing or transferring said shares shall make sure said legend appears on the certificate and shall not be required to transfer any shares free of such legend unless an amendment to such permit or a new permit be first issued so authorizing such a deletion.

*Section 6. LOST OR DESTROYED CERTIFICATES.*

Any person claiming a certificate of stock to be lost or destroyed shall make an affidavit or affirmation of the fact and shall, if the Directors so require, give the corporation a bond of indemnity, in form and with one or more sureties satisfactory to the Board, whereupon a new certificate may be issued in the same tenor and for the same number of shares as the one alleged to be lost or destroyed.

*Annual Report*

## ARTICLE VII
## RECORDS – INSPECTION - FILINGS - CHECKS - CONTRACTS - REPORTS

*Section 1. RECORDS.*

The corporation shall maintain, in accordance with generally accepted accounting principles, adequate, appropriate, complete and correct accounts, books and records of its business and properties including financial statements. The corporation shall maintain a copy of the Registered Agent certified as filed by the and all amendments thereto, minutes of proceedings or consents of incorporators, a copy of the Bylaws certified by an officer of the corporation and all amendments thereto, resolutions adopted by the Board of Directors (and the committees thereof) including but not limited to those creating one or more classes or series of shares and fixed relative rights, preferences and limitations, minutes of all meetings of Shareholders records of all actions taken by Shareholders without meeting, all written communications by Corporation to Shareholders, a stock ledger reflecting the original issuance of shares, revised at least annually and a current list of its Shareholders showing number of shares of each class and series held and address of each Shareholder, dates when each Shareholder becomes owner of record, names alphabetically arranged by voting group and within each voting group by class or series, names and addresses of current Directors and officers, most recently filed with the , financial statements for the past three years and tax returns for the past six years. All of such books, records, accounts, documents, ledgers and lists shall be kept at its principal executive office in the of State, as fixed by the Board of Directors from time to time. The above-mentioned records or a copy thereof shall remain at the principal executive office of the Corporation.

*Section 2. INSPECTION OF BOOKS AND RECORDS.*

All records described in Section 1 above, shall be open to inspection and available for the making of photocopies and extracts therefrom to a Director or Shareholder who has been a Shareholder for at least six months preceding his request or [As Required: a holding of at least 5 percent of the outstanding shares] in person or by attorney or other agent during usual hours of business.

*Section 3. ANNUAL FILINGS.*

As required by the Corporation Law, the corporation shall periodically file a statement, list, or registration with the with any fees required.

*Section 4. CHECKS, DRAFTS, ETC.*

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

*Section 5. EXECUTION OF CONTRACTS.*

The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

## ARTICLE VIII
## AMENDMENTS TO BYLAWS AND CONSTRUCTION

*Section 1. AMENDMENT OF BYLAWS BY SHAREHOLDERS.*

Subject to the Corporation Law or the Registered Agent, replacement Bylaws may be adopted or these Bylaws may be amended or repealed by the vote or written consent of holders of a majority of the outstanding shares entitled to vote; provided, however, that if the Corporation Law or the Registered Agent of the corporation set forth the number of authorized Directors of the corporation, the authorized number of Directors may be changed only by an amendment of the Corporation Law or Registered Agent.

*Section 2. AMENDMENT OF BYLAWS BY DIRECTORS.*

Unless the Corporation Law or Registered Agent reserve the power of amendment exclusively to the Shareholders, or the Shareholders in amending or repealing a particular provide expressly that the Board of Directors may not amend or repeal that , the Board of Directors may adopt, amend or repeal any of these Bylaws other than a  or amendment thereto fixing the authorized number of Directors or changing a quorum or voting requirement for the Board of Directors provided the power to amend the Bylaws is conferred or permitted in the Corporation Law or Registered Agent.

*Section 3. RECORD OF AMENDMENTS.*

Whenever an amendment or new  is adopted, it shall be copied in the book of Bylaws with the original Bylaws, in the appropriate place. If any  is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the book of Bylaws.

*Section 4. CONSTRUCTION AND INTERPRETATION.*

Unless the context requires otherwise, the general provision rules of construction and definition of the Corporation Law shall govern the Bylaws. Without limiting the generality of this provision, the singular number includes plural, the plural number includes the singular. These Bylaws (and any amendments thereto) shall not be construed in a manner inconsistent with the Registered Agent or the applicable provisions of the Corporation Law. Any provision of the Bylaws that is inconsistent with the Registered Agent or the Corporation Law shall be invalid only to the extent reasonably necessary for the provision to comply with the Registered Agent.

## ARTICLE IX
## MISCELLANEOUS

*Section 1. CORPORATE SEAL.*

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the corporation, the year or date of its incorporation, and the state of incorporation.

*Section 2. REPRESENTATION OF SHARES IN OTHERS.*

Shares of other corporations standing in the name of this corporation may be voted or represented and all incidents thereto may be exercised on behalf of the corporation by the Chairman of the Board, the President or any Vice President and the Secretary or an Assistant Secretary.

*Section 3. INDEMNIFICATION OF OFFICERS AND DIRECTORS.*

The liability of the officers and Directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under the Corporation Law. The corporation may provide and maintain insurance on behalf of any person serving as Director or other officer against any liability asserted against such person.

*Section 4. ACCOUNTING YEAR AND ACCOUNTING METHOD.*

The accounting year and accounting method of the corporation shall be fixed by resolution of the Board of Directors.

*Section 5. OTHER TAX ELECTIONS.*

The Board of Directors may authorize the Chief Financial Officer to prepare and file such other tax elections as the Board of Directors deems appropriate.

*Section 6. SUBSIDIARY CORPORATIONS.*

Shares of this corporation owned by a subsidiary shall not be entitled to vote on any matter. A subsidiary for these purposes is defined as a corporation, the shares of which possessing more than 25% of the total combined voting power of all classes of shares entitled to vote, are owned directly or indirectly through one (1) or more subsidiaries.

CERTIFICATE OF ADOPTION OF BYLAWS
OF
INNOVATIVE HUMANITIES EDUCATION CORPORATION

ADOPTION BY INCORPORATOR(S) [FIRST DIRECTOR(S)].

The undersigned person(s) named in the Registered Agent as the Incorporator(s) or First Director(s) of the above named corporation hereby adopt the same as the Bylaws of said corporation.

Executed on: Bylaw

_____
, Name

CERTIFICATE OF SECRETARY
OF ADOPTION OF BYLAWS
OF
INNOVATIVE HUMANITIES EDUCATION CORPORATION
BY INCORPORATOR(S) [FIRST DIRECTOR(S)]

I DO HEREBY CERTIFY AS FOLLOWS:

That I am the duly elected, qualified and acting Secretary of the above named corporation, that the foregoing Bylaws were adopted as the Bylaws of said corporation on the date set forth above by the person(s) named in the Registered Agent as the Incorporator(s) or First Director(s) of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal on Bylaw.

_____

, Secretary

CERTIFICATE OF SECRETARY
OF ADOPTION OF BYLAWS
OF
INNOVATIVE HUMANITIES EDUCATION CORPORATION
BY VOTE OF SHAREHOLDERS

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of the above named corporation and that the above and foregoing Code of Bylaws was submitted to the Shareholders at their first meeting and recorded in the minutes thereof, was ratified by the vote of Shareholders entitled to exercise the majority of the voting power of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this day on
Bylaw

_____
, Secretary