BY-LAWS
OF

LA TIERRA COMMUNITY SCHOOL, INC.

ARTICLE I

OFFICES

Section 1. he name of this corporation is La Tierra Community School, Inc. (the "Corporation").

Section 2. The principal office of the Corporation shall be at such address in Prescott, Arizona, as the Directors may designate.

Section 3. The Corporation may also have offices at such other places both within and without the State of Arizona as the Board of Directors may, from time to time, determine or the business of the Corporation may require.

ARTICLE II

PURPOSE

Section 1. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and

every power for which a non-profit corporation organized under the applicable provisions of Arizona law for educational and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 3. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers, Eligibility. Overall control, supervision and direction of the affairs and activities of the Corporation shall lie with the Board of Directors, who shall make and determine policy for the Corporation.

Section 2. Number and Election. The number of Directors which shall constitute the whole Board shall be not fewer than five (5) nor more than seven (7). The number of Directors may be increased or decreased in accordance with Section 4 of this Article, but in no case shall the number of Directors be fewer than fuve (5). The Directors shall be elected by a majority vote of the Directors then in office at an annual meeting of the Directors to be held on the 1st Monday of August of each year, beginning in 2010.

Section 3. Term. Directors elected at an annual meeting shall serve a term of two (2) years or until their successors are elected and qualify. Individuals serving on the Board of Directors may be elected to succeed themselves.

Section 4. Additional Directors and Vacancies. A majority vote of the whole Board of

Directors may elect such additional Directors or replacement Directors as they deem necessary or may determine not to replace a Director, provided that there are at least five (5) Directors then in office.

Section 5. Removal. Any of the Directors may be removed, with or without cause, by a majority vote of the other Directors then in office, at a special meeting called in accordance with Section 7(b) of this Article. The Director whose removal is being voted on shall not be entitled to vote, but he shall be given notice of the meeting, its purpose, and an opportunity to respond in writing and to speak on his own behalf. A meeting to remove a Director shall be held in person, and not by telephone conference call. A Director who is removed in accordance with this section shall also be deprived of his status as a member or officer of the Corporation.

Section 6. Quorum and Voting. A quorum shall consist of one-half (1/2) of the voting Directors then in office. Decisions of the Directors shall be made by a majority vote of the Directors, unless otherwise specified in these By-Laws or the Articles of Incorporation, voting at any meeting at which there is a quorum by the presence of the Directors at the start of the meeting and at the time at which the vote on a decision is made. Each Director shall have one (1) vote.

Section 7. Meetings. All business of the Board of Directors shall be conducted at a meeting of the Board. Meetings of the Board shall be designated either "regular" or "special" and shall be conducted in person except where a telephonic meeting shall be specified.

(a) Regular. There shall be no less than four (4) regular meetings of the Board of Directors each year. One (1) regular meeting shall be the annual meeting. The Secretary of the Corporation shall send written notice of regular meetings to each Director at least ten (10) days prior to the meeting and shall include in such notice a written agenda of items to be discussed. At regular meetings, the business of the Board of Directors shall be conducted in person by the Directors. The Directors shall determine and set the time and place of the four (4) regular meetings as far in advance as possible to permit the Directors to schedule their appearance. The purpose of a regular meeting shall be to conduct the customary and usual business of the Board of Directors including, but not limited to, the determination of general policy, or review of general, legal, education and financial affairs of the Corporation, the approval of the budget and other such matters.

(b) Special. Special meetings may be held at any time and at any place upon the call of the President, or by one-half (1/2) of the total number of Directors then in office. The purpose of special meetings shall be to deal with matters of an unusual and nonrecurring nature where it appears that it would not be appropriate or beneficial to await their resolution at a regular meeting. The Secretary of the Corporation shall give at least three (3) days' notice if in writing or one (1) day's notice if by telephone call, via facsimile or personally delivered, of a special meeting and only such business as may be specified in the notice may be transacted at such meeting.

Section 8. Waiver of Notice. Any meeting of the Board of Directors shall be deemed to have been validly and legally called if all of the Directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. A Director present at the meeting shall be conclusively deemed to have waived notice, and no written waiver need be obtained from that Director.

Section 9. Governing Rules. The Directors may adopt, from time to time, rules to

govern the conduct of their meetings. Such rules shall be binding unless and until changed by a majority vote. Matters not covered by such rules shall be governed by Robert's Rules of Order.

Section 10. Minutes. A written record of the discussions and decisions reached at each meeting of the Board of Directors in the form of minutes shall be made, and shall upon approval be made a part of the records of the Corporation.

Section 11. Action Without Meeting; Telephone Conferences. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken shall be signed by all members of the Board. One or more Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting may hear each other.

ARTICLE IV

OFFICERS

Section 1. Designation of Titles. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and such other officers, as from time to time, may be determined by the Board of Directors. Officers need not be on the Board of Directors. The Board may delegate to the President of the Corporation the authority to appoint any officer or agent of the Corporation other than the President, Secretary or Treasurer. The election or appointment of any officer of the Corporation shall not of itself create contract rights in the officer. Any two (2) or more offices may be held by the same person.

Section 2. Selection and Removal of Officers.

(a) The President, Secretary and Treasurer, shall be elected annually at a regular meeting of the Board of Directors and shall serve for one (1) year. A Director nominated to serve as an officer shall be temporarily excused from the meeting when the vote for the office for which he is nominated is taken. Each officer of the Corporation shall hold office until his successor is chosen and shall qualify.

(b) Any officer or agent elected or appointed by the Board may be removed, with or without cause, at any time by the affirmative vote of all of the voting Directors then in office. A meeting at which removal of an officer is considered shall be held in person. If an officer whose removal is being considered is also a member of the Board of Directors, the officer shall not vote on the question of removal, but may be present at the meeting and may be counted in determining the presence of a quorum. Any officer or agent appointed by the President, pursuant to authority delegated to the President by the Board may be removed, with or without cause, at any time whenever the President in his absolute discretion shall consider that the best interests of the Corporation shall be served thereby. Such removal shall not prejudice the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Board, or by the President in the case of a vacancy occurring in an office as to which the President has been delegated the authority to make appointments. Any officer may be selected or appointed to succeed himself.

Section 3. Salaries. The salaries, if any, of officers of the Corporation shall be fixed,

from time to time, by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Corporation.

Section 4. President. The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation and general supervision of its officers and agents. In general, he shall perform all duties incident to the office of President, shall see that all orders and resolutions of the Board of Directors are carried into effect, and he shall preside at meetings of Directors of the Corporation if the Chairman is absent. Unless otherwise prescribed by the Board, the President shall have full power and authority on behalf of the Corporation to attend, act and vote at any meeting of security holders of other corporations in which the Corporation may hold securities. At such meeting, the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised if it had been present. The President shall be an ex-officio, non-voting member of those standing committees of which he is not a designated voting member.

Section 5. Vice President. The Vice President, if any, or in the event there shall 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 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.

Section 6. Secretary. The Secretary shall attend all meetings of the Board and record all votes and proceedings of the Board in a book to be kept for that purpose, and shall perform like duties for all committees of the Board. He shall give, or cause to be given, notice of meetings to Directors, and shall perform such other duties as may, from time to time, be prescribed by the Board, the Chairman of the Board or the President, under whose supervision he shall act. He shall have custody of the seal of the Corporation, and authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his signature. The Board may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing thereof by his signature.

Section 7. Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, including securities, and shall cause full and accurate accounts of receipts and disbursements to be kept. Upon request, he shall cause an account of all financial transactions of the Corporation to be rendered to the Board.

Section 8. Prohibition Regarding Lending. The Corporation shall specifically not lend money or use its credit to assist its Directors, whether or not employees are officers.

ARTICLE V

COMMITTEES

Section 1. Executive Committee.

(a) The Board may appoint an Executive Committee of the Board of

Directors, consisting of the President, Secretary and Treasurer of the Corporation. The Executive Committee shall have the authority and responsibility of exercising the power and duties of the Board of Directors, in accordance with the policies established by the Board of Directors, between meetings of that Board. The Executive Committee may be convened by the President, Secretary or Treasurer at any time on any type of notice. One-half (1/2) of the Executive Committee shall constitute a quorum and the concurrence of the majority of those present shall be sufficient to conduct the business of the Executive Committee.

(b) Meetings of the Executive Committee shall be open to all members of the Board who shall be entitled to speak at any Executive Committee meeting which they attend. The Executive Committee shall keep minutes of all meetings, and all actions taken by the Executive Committee shall be reviewed and, whenever possible, ratified by the Board of Directors at its next meeting. If the President of the Corporation is not also a member of the Board of Directors, he shall attend Executive Committee meetings as a non-voting member.

Section 2. Committee of the Governing School Board. The Governing School Board shall have at least one Director from the non-profit Corporate Board as a member, appointed to the LTCS Governing School Board by a majority vote of the Corporate Board. All other members of the LTCS Governing School Board shall be elected by a majority vote of the member of the LTCS Governing School Board at any regular or special meeting of the LTCS Governing School Board. The Governing School Board is responsible for the day to day operation of La Tierra Community School and reports to the Corporate Board. The Corporate Board will approve critical matters such as annual budget, facility purchases and lease agreements.

Section 3. Special Committees. Special committees may be appointed and discharged by the Board of Directors for such special tasks as circumstances warrant. A special committee shall be limited to the accomplishment of the task for which it was created and shall have no power to act except as specifically conferred by the Board. Upon the completion of the task for which appointed, such special committee shall be discharged.

Section 4. Extent of Authority. No committee may exercise the authority of the Board in reference to the following matters: (a) submission to the Board of a matter that requires an act of the Board; (b) filling vacancies on the Board or on any committee of the Board of Directors; (c) adoption, amendment or repeal of the By-Laws; (d) fixing compensation of Directors; or (e) authorize distributions.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Right to Indemnification. The Corporation shall indemnify any person who was or is a party 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 he is a Director, officer, employee or agent of the Corporation or is 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 expenses, including attorneys' fees, and against judgments, fines and amounts paid in settlement actually and reasonably incurred by him in

connection with such action, suit or proceeding if he acted, or failed to act, in good faith and in a manner he 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 his conduct was unlawful. 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 person acted or failed to act other than in good faith and in a manner which he 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 his conduct was not unlawful.

Section 2. Procedure. Whenever any person has grounds to believe that he may incur such expenses for which he is entitled to indemnification, he shall promptly make a full written report of the matter to the Board of Directors and the President of the Corporation. Thereupon, the Board shall, within a reasonable time, determine by a unanimous vote whether the indemnification is proper under the standards set forth in Section 1 of this Article. The person or persons seeking indemnification shall not be entitled to vote on the determination of whether indemnification is proper. However, the Corporation shall have the right to refuse indemnification, wholly or partially, in any instance in which the person seeking indemnification shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend in the action or shall have unreasonably refused to cooperate in the defense of such action.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be determined by a resolution of the Board of Directors.

ARTICLE VIII

REPEAL, ALTERATION OR AMENDMENT

These By-Laws may be added to, repealed, altered or amended or substitute By-Laws may be adopted by a unanimous vote of the whole Board then in office at any regular or special meeting of the Board.

ARTICLE IX

CONFLICT OF INTEREST

Section. 1. Purpose. The purpose of this conflict of interest policy is to protect the Corporation's tax-exempt interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

(a) Interested Party. Any Director, officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest as defined in this Article VIII is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the organization has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, Subparagraph (b) of this Article VIII, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board of committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

(i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The name of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly,

from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 above, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep complete books and records of account and minutes of proceedings. The Corporation shall keep at its statutory agent's office, or its known place of business, a record of all names and addresses of Directors entitled to vote.

ARTICLE XI

MISCELLANEOUS

These By-Laws of the Corporation shall supplement the Articles of Incorporation, and shall provide for and govern the basic operation of the Corporation.

SECRETARY'S CERTIFICATE

I, Pam Gilchrist, Secretary of La Tierra Community School, Inc. (the "Corporation"), do hereby certify that the foregoing is a true and correct copy of the Corporation's By-Laws as adopted by the Board of Directors of the Corporation on _____July 29_____, 2009.

DATED this __29___ day of _____July_____, 2009.

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PAM GILCHRIST, Secretary