BYLAWS
OF
P.V. MONTESSORI SCHOOL, INC.
(an Arizona Non-Profit corporation)

ARTICLE I

OFFICES

The principal office of the corporation in the State of Arizona shall be located in the City of Goodyear, County of Maricopa. The corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time. The registered office in the State of Arizona and the address of the registered office may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors.

ARTICLE II

NONPROFIT CORPORATION

SECTION 1. ***Purposes.*** The Corporation is established as a nonprofit corporation for any lawful purpose permitted under State law. The Corporation may establish, market, and operate as a private or public charter school in accordance with the laws of the State. For purposes of federal and state laws, the Corporation is organized as a nonprofit entity.

At any time in the future it shall be allowed to elect to file and try to obtain charitable or educational purpose, as defined by the Internal Revenue Code of 1986, as amended (the "Code"), Section 501(c)(3), including distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code.

At no time will the Corporation willfully, directly, or indirectly, carry on propaganda, or otherwise in an attempt to influence legislation, nor shall any of its funds be used to support or oppose any political issue or candidate, nor perform any other act or omission that will jeopardize its status as a nonprofit corporation in the State, or jeopardize any tax-exempt status of the Corporation, if any, provided under the nonprofit corporation laws of the State or the Code, including the tax-exempt status of the Corporation under Section 501(c)(3) of the Code and its regulations as any of those laws and regulations may exist or may hereafter be amended.

No part of the assets or net earnings of the Corporation, current or accumulated, shall inure to the benefit of any private individual except for any and all contracts that may be entered into with any individuals as provided and afforded by these Bylaws ("Bylaws") and appropriate resolutions of the Board.

ARTICLE III

MEMBERSHIP

SECTION 1. ***Members.*** The corporation shall not have any shareholders nor corporate Members.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. ***General Powers.*** The affairs of the corporation shall be managed by its Board of Directors. The Directors need not be residents of the State of Arizona.

SECTION 2. ***Number, Tenure and Qualifications.*** The number of Directors shall be no less than two and no more than nine, provided that said number may be changed by an amendment to these Bylaws, duly adopted by the Corporate Board, subject always to any restrictions of law as to the minimum number of Directors. Each Director shall hold office until the next annual meeting and until his successor shall have been elected and qualified.

SECTION 3. ***Regular Meetings.*** A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, on the second Monday of each January. The Board of Directors may provide by resolution the time and place, either within or without the State of Arizona for the holding of the annual as well as any additional regular meetings of the Board, without other notice than such resolution.

SECTION 4. ***Special Meetings.*** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board called by them.

SECTION 5. ***Notice.*** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, e-mail, fax, mail, or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by any other means, such notice shall be deemed to be delivered when the communication is delivered. Any Director may waive notice of any meeting,. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the

purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 6. ***Quorum.*** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. ***Manner of Acting.*** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 8. ***Vacancies.*** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. ***Compensation.*** Directors as such shall not receive any salaries for their services, but by unanimous resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 10. ***Informal Action by Directors.*** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action to taken, shall be signed by all of the Directors.

SECTION 11. ***Removal.*** Any Director may be removed from the Corporate Board, with or without cause, at any time by the affirmative vote of two-thirds of the Directors entitled to vote who are present at a regular or special meeting. If a Director who is removed from office has undertaken any personal liability for a debt or other undertaking of the Corporation (e.g., a guaranty of any obligation of the Corporation), the Corporation shall use reasonable efforts to secure a release of such personal liability for the benefit of the removed Director.

SECTION 12. ***Contracts.*** No contract or other transaction between the Corporation and any other individual or entity shall be impaired, affected, and/or invalidated, nor shall any Director be liable in any way by reason of the fact that any one or more of the Directors may be interested in any such other entity or may serve as a director, officer or member of any such other entity; provided that such other interests or involvements with such other entities and/or other relevant material facts are disclosed in writing in the Corporate Board, including, without limitation: (i) the nature of such Director's involvement with such other entities; (ii) such Director's ability to influence the action of such other entities; and (iii) any tangible or intangible benefit or profit that may accrue to such Director as a result of any contract or transaction between the Corporation and any other entity, and, notwithstanding the presence of

any such interested Director at the meeting at which such action is taken, the Corporate Board authorizes, approves or ratifies such contract or transaction by majority vote of those Directors entitled to vote (not counting the vote of any such interested Director). Although the interested Director cannot vote, the Director may be counted in determining the presence of a quorum at the meeting. In addition to Board approval, the contract or transaction must be fair and reasonable to the Corporation when it is authorized, approved or ratified.

SECTION 13. ***Conflicts of Interest.*** The Corporate Board shall adopt a conflicts-of-interest policy (the "Conflicts of Interest Policy") to be followed by the Directors of the Corporate Board in executing their duties. The Conflicts of Interest Policy must provide for the disclosure of any duality of interest or possible conflict of interest on the part of any Director and such duality of interest or possible conflict must be made a part of the record of the Corporation at the time the interest becomes a matter requiring Board action. The Conflicts of Interest Policy shall be provided to all Directors. In the event no formal conflicts-of-interest policy is adopted, it shall be deemed that all statutory provisions found in the ARIZONA REVISED STATUTES ("A.R.S.") for nonprofit corporations shall constitute the Conflicts of Interest Policy of the Corporation. No Director having a duality of interest or possible conflict of interest for a particular issue shall vote or use his or her personal influence relating to such issue but may be included when determining a quorum. The minutes of any meeting where a conflict is present should reflect: (i) that a disclosure of the conflict was made; (ii) that the Director with the conflict abstained from discussion and voting on such matter; and (iii) any other relevant factors deemed necessary by the Corporate Board.

SECTION 14. ***Committees.*** The Corporate Board, by resolution, may, from time to time, designate from among the Directors an executive committee, and may also designate from among the Directors and nonmembers of the Corporate Board such other committees as the Corporate Board may deem desirable, each consisting of one or more Directors, with such powers and authority (to the extent permitted by law) as may be provided in such a resolution. Each such committee, and committee members, shall serve at the pleasure of the Corporate Board.

SECTION 15. ***The School Board.*** Notwithstanding the Corporate Board's general discretion in establishing committees, the Corporate Board shall, by resolution, establish a separate and distinct standing committee that shall be named the "School Board." The School Board shall have such authority and powers as established in these Bylaws.

ARTICLE V

THE SCHOOL BOARD

SECTION 1. ***Name.*** As required by Article IV of these Bylaws, the Corporate Board shall establish a standing committee of the Corporate Board that shall be named the "School Board." Any individual serving on the School Board shall be referred to as a School Board "Member."

SECTION 2. ***Authority.*** The School Board shall have all of the duties and authority

required by applicable law or as delegated to the School Board by the Corporate Board, but specifically including all of the powers and obligations required or implied by A.R.S. §15-183(E) 8. All policies and procedures of any charter schools operated by the Corporation shall be established and exercised by or under the authority of the School Board. The School Board's duties shall include, without limitation, adherence to the core values of the Corporation and the educational philosophy of any private or charter school operated by the Corporation. The School Board shall be known as the "School Board of P.V. Montessori School."

SECTION 3. ***Number of Members.*** The number of School Board Members shall be no less than three and no more than seven provided that said number may be changed by an amendment to these Bylaws, duly adopted by the Corporate Board, subject always to any restrictions of law as to the minimum number of Members. The initial number shall be three (3).

SECTION 4. ***Appointment of Members.*** All School Board Members shall be appointed by a majority vote of the Corporate Board at any regular or special meeting of the Directors. Members may be removed, replaced or changed at the discretion of the Corporate Board. Members need not be residents of the State.

SECTION 5. ***Term of Office.*** Each Member shall hold office of a period of one year from the date he or she is appointed, or until hs or her prior death, incapacitation, resignation, replacement or removal. Members may serve multiple consecutive terms without restriction as to the number of terms permitted.

SECTION 6. ***Qualifications.*** Members must be more than 20 years of age. Each Member must pass a background check, or other regulatory inquiries, as required by State law, federal law or other governmental agencies having proper regulatory authority over the affairs of any charter schools operated by the Corporation, as amended from time to time, which will include as a minimum, a law-enforcement fingerprint check showing that there exists no criminal record which could adversely affect the operations of the Corporation's charter school or private school designation. Members must, in the opinion of the Corporate Board, possess experience and qualifications that further the Corporate Board's commitment to the educational and operational purposes of the Corporation.

SECTION 7. ***School Board Offices.*** The Corporate Board shall appoint a President of the School Board. The Members of the School Board shall then elect a Secretary of the School Board; provided, however, that, excepting only the initial President and Secretary, Members appointed or nominated and elected for such offices shall have been Members for a minimum period of three months prior to holding such office.

SECTION 8. ***Member Deadlock.*** In the event of a voting deadlock of the School Board, the School Board shall, within five business days after the deadlock vote, submit the action under consideration, in writing, to the Corporate Board. The Corporate Board shall decide such action under consideration, in its discretion and deliver its written decision to the School Board within 15 days. The Corporate Board's decision shall be final and binding on the School Board and each Member and, to the extent required by these Bylaws or applicable law, the School Board shall take and document appropriate action as directed by the Corporate Board.

SECTION 9. ***Vacancies.*** Any vacancy on the School Board occurring by reason of an increase in the number of Members, or the death, incapacity, resignation, disqualification or removal from office of any Member, or other reason, the unexpired portion of such Member's term of office shall be filled by appointment by the Corporate Board.

SECTION 10. ***Resignation.*** Any Member may resign at any time by giving 30 days prior written notice to the Secretary of the School Board, although the School Board may waive the 30-day period for good cause. Unless a longer period is specified in such written notice, or the School Board waives the 30-day period for good cause, such resignation shall take effect 30 days after the School Board's receipt of such notice, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 11. ***Removal.*** Any Member may be removed from the School Board, with or without cause, at any time by the Corporate Board. If a Member who is removed from office has undertaken any personal liability for a debt or other undertaking of the Corporation (e.g., a guaranty of any obligation of the Corporation), the Corporation shall use the reasonable efforts to secure a release of such personal liability for the benefit of the removed Member.

SECTION 12. ***Members' Compensation.*** No salary shall be paid to Members for their services in their capacity as School Board Members. By unanimous resolution of the Corporate Board, however, a fixed reasonable sum of expenses of attendance, if any, may be allowed for attendance at such regular or special meetings of the School Board, provided, however, nothing herein contained shall be construed or interpreted to prevent any person serving as a member from also serving as an Officer, employee, or independent contractor of the Corporation and receiving a salary or other compensation in such capacity.

SECTION 13. ***Contracts.*** No contract or other transaction between the Corporation and any other individual or entity shall be impaired, affected, and/or invalidated, nor shall any Member be liable in any way by reason of the fact that any one or more of the Members may be interested in any such other entity or may serve as a Member, officer, or member of any such other entity; provided that such other interests or involvements with such other entities and/or other relevant material facts are disclosed in writing to the Corporate Board and the School Board, including, without limitation: (i) the nature of such Member's involvement with such other entities; (ii) such Member's ability to influence the action of such other entities, and (iii) any tangible or intangible benefit or profit that may accrue to such Member as a result of any contract or transaction between the Corporation and any other entity, and notwithstanding the presence of any such interested Member at the meeting at which such action is taken, the School Board and the Corporate Board authorizes, approves or ratifies such contract or transaction by majority vote of those Members and Directors entitled to vote (not counting the vote of any such interested Member). Although the interested Member cannot vote, the Member may be counted in determining the presence of a quorum at the School Board meeting. In addition to Corporate Board and School Board approval, the contract or transaction must be fair and reasonable to the Corporation when it is authorized, approved or ratified.

SECTION 14. ***Conflicts of Interest.*** The Conflicts of Interest Policy adopted by the

Corporate Board shall apply in every respect to the Members of the School Board. The Conflicts of Interest Policy shall be provided to all Members. No Member having a duality of interest or possible conflict of interest for a particular issue shall vote or use his or her personal influence relating to such issue but may be included when determining a quorum. The minutes of any meeting where a conflict is present should reflect (i) that a disclosure of the conflict was made; (ii) that the Member with the conflict abstained from discussion and voting on such matter; and (iii) any other relevant factors deemed necessary by the Corporate Board and the School Board.

ARTICLE VII

MEETINGS OF THE SCHOOL BOARD

SECTION 1. ***Regular Meetings.*** At a minimum, the School Board shall meet quarterly, as provided in meeting notices properly given. The purpose of these regular meetings shall be to transact such business as may properly come before the School Board. The School Board may convene and hold monthly or other regularly scheduled meetings for any purpose that may lawfully come before the School Board.

SECTION 2. ***Special Meetings.*** Special meetings of the School Board may be called at any time by the Corporate Board, the President of the Corporate Board, or the President of the School Board, and shall be called by the Secretary of the School Board at the written request of one third of the then-serving Members, or as otherwise required under the provisions of appropriate laws.

SECTION 3. ***Place of Meetings.*** All meetings of the School Board shall be held at the place designated in the notice or waiver of notice of such a meeting or meetings, whether within or without the State.

SECTION 4. ***Notice of Meetings.*** Written notice of any meeting of the School Board, whether a regular or special meeting, stating the place, date and hour of the meeting shall be given to each Member not less than 24 hours nor more than 30 days before the date of the meeting. Such notice shall be delivered personally, by United States postal mail, overnight express mail, electronic mail or facsimile. Such notice shall be directed to each Member at his or her address, email address or facsimile number as it appears on the records of the Corporation, unless the Member shall have previously filed a written request with the Secretary of the School Board requesting that notices intended for that Member be directed to some other address, email address or facsimile number, in which case it shall be given as so directed. Notice is deemed to have been received upon the date that the notice is personally delivered, mailed, express mailed, electronically mailed or transmitted by facsimile, properly addressed or transmitted. Notice of an adjourned meeting need not be given if the date, time and place of the adjourned meeting are provided at the meeting at which the adjournment is taken and if the adjournment does not exceed 61 days.

SECTION 5. ***Waiver of Notice.*** Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when such attendance at the meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called

or convened. Any Member may waive notice of any meeting of the School Board by executing a written waiver of notice either before, at, or after the time of the meeting.

SECTION 6. ***Quorum.*** A simple majority of the Members shall constitute a quorum at any meeting of the School Board. A Member shall be deemed present at a meeting if the Member attends in person, telephonically or electronically, so long as all Members can communicate adequately throughout the meeting. Business may be conducted once a quorum is present and may continue until adjournment of the meeting notwithstanding the withdrawal or temporary absence of Members sufficient to reduce the number present to less than a quorum. If, however, the Members present are less than required to constitute a quorum, the affirmative vote must be such as would constitute a majority if a quorum were present, and provided further that the affirmative vote of a majority of the Members then present is sufficient in all cases to adjourn a meeting.

SECTION 7. ***Voting.*** Subject to Section 6 of this Article, when a quorum is established at any meeting of the School Board, the affirmative vote of a majority of the Members present at the meeting shall be the act of the School Board unless the question is one upon which, by express provision of law or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Each Member is entitled to one vote.

SECTION 8. ***Presiding at the Meeting.*** At all meetings of the School Board, the President of the School Board shall preside. In the absence of the President, the Secretary of the School Board shall preside. In the absence of the President and the Secretary, an alternate Member appointed in writing by the President, as or prior to the meeting, shall preside until the President returns.

SECTION 9. ***Conduct of Meeting.*** All official actions and deliberations of the School Board shall take place in compliance with this Article VII. The proceedings of School Board meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order, as modified, in writing, by the Corporate Board and when not in conflict with State law, the Articles of Incorporation or these Bylaws. The Secretary of the School Board, or his or her designee, shall prepare an agenda for each meeting. The meeting shall be conducted substantially in accordance with the agenda. The Member presiding over the meeting shall have the right to limit discussion on any particular item and the right to establish procedures and to provide time limits for any party wishing to speak on any particular item.

SECTION 10. ***Meeting Minutes.*** A written record of the discussions and decisions reached at each meeting of the School Board in the form of minutes shall be made, and shall, upon approval by the School Board at a legally convened meeting, be made a part of the records of the Corporation.

SECTION 11. ***Open Meeting Law.*** For so long as the State's open meeting law (A.R.S. §§38-431 through 38-431.09) applies to private and/or charter schools, all deliberations and official actions of the School Board shall take place at a meeting open to the public in compliance with State's open-meeting law, except in cases where, and to the extent, executive

sessions are authorized by State law. Additionally for so long as the State's open meeting law applies to charter schools, public notice of all meetings of the School Board, and of all committees and advisory boards authorized by the School Board, shall be given pursuant to and as required by the State's open meeting law and the meeting minutes required by Section 10 of this Article VII shall comply with the requirements set forth in the State's open meeting law.

SECTION 12. ***Proxies.*** Proxy voting shall not be permitted for any School Board meeting or action.

ARTICLE VIII

CORPORATE OFFICERS

SECTION 1. ***Corporate Officers Distinguished from Board Officers.*** Article IV of these Bylaws require the Corporate Board and the School Board to establish certain board-level offices. These offices must be filled by Directors (or School Board Members) and are purely ministerial in nature, dealing solely with the functioning of the Corporate Board and the School Board. These board-level offices are not to be confused with ***corporate Officers*** that are appointed by the Corporate Board to direct and manage the operations of the Corporation's business. This Article VIII addresses corporate Officers.

SECTION 2. ***Dual Capacity Officers.*** By resolution of the Corporate Board (which may be altered or rescinded by the Corporate Board at any time), the Corporate Board may combine the Corporate Board officers and corporate Officers into dual-capacity positions. In such an event, the President of the Board shall also serve as the corporate President, the Secretary of the Board shall also serve as the corporate Secretary and so forth. If the Board resolves to use dual-capacity officers, all of the provisions of Article IV and this Article XIII shall apply to such dual-capacity officers, and, in the event of a conflict between the two Articles, Article VIII shall control.

SECTION 3. ***Designation of Titles: Appointment.*** The Officers of the Corporation shall consist of a corporate President, a corporate Secretary, a corporate Treasurer and such other Officers as the Corporate Board may from time to time deem appropriate. Any two or more offices may be held by the same person. All the Officers of the Corporation shall be appointed by the Corporate Board at a regular or special meeting of the Corporate Board and each Officer shall serve at the pleasure of the Corporate Board and shall hold office until such time as the Corporate Board removes or replaces such Officer, or until his or her death or resignation.

SECTION 4. ***Compensation.*** Officers' compensation shall be fixed from time to time by the Corporate Board, and no Officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a Director or a School Board Member. The salaries of the Officers or the rate by which salaries are fixed shall be set forth in the minutes of the meetings of the Corporate Board.

SECTION 5. ***Resignation.*** Any Officer may resign at any time by giving the written notice of resignation required by such Officer's employment agreement or, if not addressed in an employment agreement, 30-days prior written notice of such resignation to the Corporate Board. Unless otherwise specified in such written notice and accepted by the Corporate Board, such resignation shall be effective 30 days after receipt of such notice by the Corporation, and the acceptance of such resignation shall not be necessary to make it effective. Notwithstanding the foregoing, the Corporate Board, in its discretion, may make such resignation effective at any time prior to the expiration of the required notice period.

SECTION 6. ***Removal; Termination.*** Subject to any effective and enforceable employment agreement between the Corporation and such Officer, any Officer may be removed from office, with or without cause, at any time by a resolution of the Corporate Board.

SECTION 7. ***Vacancies.*** A vacancy in any Officer position, by reason of death, incapacitation, resignation, termination or any other cause whatsoever, may be immediately filled, at any time, by the Corporate Board at any regular or special meeting of the Corporate Board.

SECTION 8. ***Duties of Officers. Corporate President.*** The corporate President shall be the chief executive officer of the Corporation, serving at the pleasure of the Corporate Board, and shall act as the operating and directing head of the Corporation, having general charge of the Corporation's business and supervision of its affairs. Subject to policies established by the Corporate Board, he or she shall sign all contracts and agreements requiring execution on behalf of the Corporation and required for the ordinary, day-to-day operations of the Corporation. In addition to the powers and duties elsewhere provided in these Bylaws, when duly authorized by the Corporate Board to do so, the President shall sign all deeds, liens, guarantees, licenses and other instruments of a special nature. The President shall also have such other powers and duties as are expressly delegated to the President by the Corporate Board in writing.

SECTION 9. ***Vice President.*** There shall be as many corporate vice presidents as shall be determined by the Corporate Board from time to time, and they shall perform such duties as from time to time may be assigned to them by the Corporate Board or the corporate President. Such corporate vice president(s), if any, shall familiarize themselves with the affairs of the Corporation and, as authorized by the Corporate Board, any one of the corporate vice presidents shall have all the powers and perform all the duties of the corporate President in case of the temporary absence of the corporate President or in the case of his or her temporary inability to act. In ace of the permanent absence or inability of the corporate President to act, the office shall be declared vacant by the Corporate Board and a successor chosen and appointed by the Corporate Board. The corporate vice president(s) shall have such other powers and duties as are expressly delegated to them by the Corporate Board in writing.

SECTION 10. ***Corporate Secretary.*** The corporate Secretary shall: see that the minutes of all meetings of the Corporate Board and of any standing committees are kept in the corporate records, be the custodian of the corporate seal and shall determine when to affix it to any proper instrument; give or cause to be given required notices of all meetings of the

Corporate Board; have charge of all the books and records of the Corporation except the books of account; and in general perform all the duties incident to the office of the secretary of a corporation and such other duties as may be assigned by the corporate President or the Corporate Board. The corporate Secretary shall attest by signature to all instruments duly authorized and requiring the same. The corporate Secretary shall have such other powers and duties as are expressly delegated to him or her by the Corporate Board in writing.

SECTION 11. ***Treasurer.*** The corporate Treasurer shall: have general custody of all the funds and securities of the Corporation, except such as may be required by law or agreement to be deposited with any state official, trustee or escrow officer; see to the deposit of the funds of the Corporation in such bank or banks as the Corporate Board may designate; maintain, or cause to be maintained, direct and supervise regular books of account; render financial statements to the corporate President and the Corporate Board at proper times; and direct and supervise the preparation and filing of such reports, audits, financial statements and returns as may be required by law. The corporate Treasurer shall have such other powers and duties as are expressly delegated to him or her by the Corporate Board in writing.

SECTION 12. ***Assistant Secretaries; Assistant Treasurers.*** The Corporate Board may, from time to time, fix the number of assistant secretaries or assistant treasurers and determine their respective duties and functions.

SECTION 13. ***Fidelity Bonds.*** If required by the corporate Board, any Director, Officer, employee or agent of the Corporation shall execute to the Corporation a fidelity bond in such amount, and with such surety of sureties as the Corporate Board may direct, conditioned upon the very faithful performance of his or her duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his or her hands or control. The premium for any such fidelity bonds shall be paid by the Corporation as an operating expense.

ARTICLE IX

PRIVATE INUREMENT

SECTION 1. ***Prohibition Against Private Inurement.*** No Director, School Board Member, Officer or employee of the Corporation, member of a committee of the Corporation, nor any other private individual shall: (i) receive at any time any of the net earnings or pecuniary profit of the Corporation, except that the Corporation can pay reasonable compensation for services rendered, provided; however, that compensation shall not be paid if such payment would constitute an act of self-dealing or would result in the termination of any type of Corporation tax exempt status, if existing, under Section 501(c)(3) of the Code; or (ii) be entitled to share in the distribution of any of the corporate assets in the event of the Corporation's dissolution. All Directors shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the Corporation's affairs, whether voluntary or involuntary, all of the Corporation's assets remaining after all debts have been satisfied shall be distributed exclusively to other tax-exempt corporations, as permitted by applicable law.

ARTICLE X

NONDISCRIMINATION STATEMENT

SECTION 1. ***Prohibition Against Discrimination.*** The Corporation and all charter schools operated by the Corporation shall not discriminate on the basis of handicap, race, sex, age, national or ethnic origin, or religion in the administration of its educational policies, admissions policies, athletic or other school-administered programs or employment policies.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. ***Contracts.*** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. ***Checks, Drafts, etc.*** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

SECTION 3. ***Deposits.*** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

SECTION 4. ***Gifts.*** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE XII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall

also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of June in each year.

ARTICLE XIV

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal."

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of this Bylaw, or Arizona's Non-Profit Corporation Act or under the provisions of the articles of incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

DATED this 23 day of June, 2011.

Daniel Foster, Incorporator

David Foster, Incorporator