BYLAWS

OF

PATHWAYS IN EDUCATION – ARIZONA, INC.

An Arizona nonprofit corporation

ARTICLE I

PURPOSE

The purpose of the Corporation shall be to engage in charitable and educational purposes.

ARTICLE II

OFFICES

Section 1. PRINCIPAL OFFICES. The Corporation's principal office shall be located at such place in Los Angeles County, California or elsewhere as the Board of Directors (the "Board") shall from time to time determine. The Board is granted full power and authority to change the location of the Corporation's principal office.

Section 2. OTHER OFFICES. The Board of Directors or the President may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III

DEDICATION OF ASSETS

This Corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE IV

MEMBERSHIP

Section 1. SOLE MEMBER. Education in Motion, Inc., a California Nonprofit Public Benefit Corporation, shall be the Sole Member of the Corporation.

Section 2. REQUIREMENTS FOR MEMBERSHIP. The Sole Member may, in its sole discretion, admit additional members to the Corporation, under such criteria as the Sole Member may, from time to time, establish.

Section 3. NO ELECTION OF OFFICERS BY THE SOLE MEMBER. The Sole Member shall have no right or authority to select or remove Officers of the Corporation. Officers shall be elected by the Board of Directors as provided in Article VI, below.

Section 4. ANNUAL MEETINGS. The Members shall have an annual meeting, which shall be held on a date and time specified by the Sole Member. Any date so designated by the Sole Member shall be within five (5) months after the end of the fiscal year of the Corporation which is June 30, and within fifteen (15) months after the last annual meeting. If the scheduled date falls on a legal holiday, the meeting shall be held on the next succeeding business day. At the meeting, Directors shall be selected by the Sole Member and other proper business may be transacted.

Section 5. SPECIAL MEETINGS. The Sole Member, or fifty percent (50%) or more of the Members, may call a special meeting of the Members for any lawful purpose at any time.

Upon request in writing President, Vice President, Secretary or Treasurer by any person (other than the Board) entitled to call a special meeting of the Members, the Officer forthwith shall cause notice to be given to the Members entitled to vote that a meeting will be held at a time fixed by the Board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons entitled to call the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 6. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. Meetings of the Members shall be held at any place within or outside Arizona designated by the Board or by the written consent of all Members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, Members' meetings shall be held at the Corporation's principal office. Special meetings of the Members shall be held at any place within or outside Arizona has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Members participating in the meeting can hear one another, and all such Members shall be deemed to be present in person at the meeting.

Section 7. GENERAL NOTICE REQUIREMENTS. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, pursuant to Section 9, below, to each Member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

If any notice addressed to a Member at the address of that Member appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Members at that address, all future notices or reports shall be deemed to have been duly given without further mailing if these shall be available to the Member on written demand of the Member at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of the notice.

Section 8. NOTICE OF PROPOSAL TO WIND UP THE AFFAIRS OF THE CORPORATION. Approval by the Members of any proposal to wind up the affairs of the

Corporation is valid only if the notice or written waiver of notice states the proposal to wind up the Corporation.

Section 9. MANNER OF GIVING NOTICE. Notice of any meeting of Members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date, except, however, for special meetings, notice of which shall be given as provided in Section 5, above. The notice shall be given either personally or by first-class, registered or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member as it appears on the books of the Corporation or at the address given by the Member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first-class mail or facsimile or other written communication to the Corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 10. AFFIDAVIT OF MAILING NOTICE. An affidavit of the mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

Section 11. QUORUM. A majority of the Members shall constitute a quorum for the transaction of business at any meeting of the Members, except to adjourn as provided in Section 18, below.

Section 12. ELIGIBILITY TO VOTE. Subject to the Arizona Nonprofit Corporation Act, Members in good standing on the record date as determined by the Sole Member shall be entitled to vote at any meeting of the Members.

Section 13. MANNER OF VOTING. Voting may be by voice or by ballot.

Section 14. NUMBER OF VOTES. Each Member entitled to vote may cast one vote on each matter submitted to a vote of the Members.

Section 15. APPROVAL BY MAJORITY VOTE. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Members unless the vote of a greater number, or voting by classes, is required by the Arizona Nonprofit Corporation Act or by the Articles of Incorporation.

Section 16. WAIVER OF NOTICE. The transactions of any meeting of Members, however called or noticed and wherever held, shall be valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each Member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of winding up the Corporation, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 17. ACTION BY UNANIMOUS WRITTEN CONSENT. Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Members.

Section 18. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS. Any Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy.

No meeting may be adjourned for more than forty-five (45) days. When a Member's meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 1. MANAGEMENT. The Board shall manage the business and affairs of the Corporation. The powers of the Corporation shall be exercised by the Board except as otherwise authorized by statute, the Articles of Incorporation, these Bylaws and resolutions duly adopted by the Board.

Section 2. NUMBER OF DIRECTORS. The authorized number of Directors shall be not less than three (3) nor more than eleven (11) unless changed by a duly adopted amendment to these Bylaws.

Section 3. DESIGNATION AND TERM OF OFFICE OF DIRECTORS. Directors shall be designated by the Sole Member for a term of one (1) year. Each Director, including a Director designated to fill a vacancy, shall hold office until the expiration of the term for which designated and until a successor has been designated by the Sole Member, or until his or her earlier death or resignation. No Director shall simultaneously serve as a Director or Officer of the Corporation and of the Sole Member.

Section 4. VACANCIES. The Sole Member shall have the exclusive power to appoint or designate Directors of the Corporation.

Any Director may resign by giving written notice to the President. The resignation shall be effective upon receipt of the written notice by the President or upon such later date as may be stated in the notice.

Section 5. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No Director shall own any interest in any vendor or other third party entity with which the Corporation engages in any business or contractual relationship of any kind.

Section 6. CONFLICTS OF INTEREST. No Director of the Board of Directors shall vote on any matter or transaction concerning any individual, entity or matter if such Director has, or within the twelve-month period preceding the vote had, any substantial ownership, employment, fiduciary contractual or creditor relationship (any such matter or transaction is hereinafter referred to as a "Conflict"). Each Director shall disclose in writing all Conflicts to the Board of Directors prior to the discussion of the underlying matter or transaction by the Board of Directors and shall draw to the attention of the Board of Directors such Conflict at any subsequent meetings at which such matter or transaction is discussed. Following such disclosure, a Director shall be entitled to take part in the discussions of the Board of Directors concerning such matter or transaction and shall be considered in determining whether a quorum is present, but shall not be entitled to vote on the applicable matter or transaction. The question of whether a Conflict exists shall, in the absence of certainty, be determined by the vote of a majority of disinterested directors present at the meeting called for the purpose of discussing the transaction or matter to which the Conflict relates.

Section 7. REMOVAL OF DIRECTOR. A Director may not be removed from office during his one (1) year term by the Sole Member, unless one or more of the following occurs by a director: dereliction in the performance of his/her duties; mental incapacity; engages in conduct or behavior that adversely affects the integrity or reputation of the school; or is convicted of a misdemeanor or felony.

Section 8. POWERS. Subject to the provisions of the Arizona Nonprofit Corporation Act, and these Bylaws, 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. Without prejudice to this general grant of power, and subject to the provisions of the Arizona Nonprofit Corporation Act and these Bylaws, the Directors shall have the power to:

(a) Select and remove all Officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Approve indemnification of Directors, Officers, and agents;

(c) Change the principal executive office or the principal business office of the Corporation in the State of Arizona from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside Arizona; and designate any place within or outside Arizona for the holding of any meeting or meetings, including annual meetings;

(d) Adopt, make, and use a corporate seal and alter the form of the seal;

(e) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

(f) Delegate the management of the activities of the Corporation to a nonprofit or for profit management organization, or to any other qualified persons, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors and subject to the requirements set forth in Section 1 of Article X, below.

Section 9. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. Regular meetings of the Board of Directors may be held at any place within Arizona designated from time to time by resolution of the Board. In the absence of any such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside Arizona that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar

communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 10. ANNUAL MEETING. The Board of Directors shall hold an annual meeting each year on a date and at a time designated by the President or Board of Directors. The date designated shall be within five (5) months after the end of the fiscal year of the Corporation, which is June 30, and within fifteen (15) months of the last annual meeting. At each such meeting, any business to come before the Board may be conducted, including election of Officers. If the day of the scheduled meeting falls on a legal holiday, then the meeting shall be held at the same time and place on the next succeeding business day.

Section 11. OTHER REGULAR MEETINGS. Other regular meetings of the Board shall be held at such times and places as shall be fixed by the Board.

Section 12. SPECIAL MEETING. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or any Vice President, the Treasurer or the Secretary or any two Directors. There shall be four (4) days' notice of special meetings given by first class mail or forty-eight (48) hours' notice delivered personally or by telephone facsimile or other electronic communication.

Section 13. NOTICE OF MEETINGS. All notices of meetings shall be sent or otherwise given in accordance with Section 14, below, not less than ten (10) nor more than sixty (60) days before the date of the meeting, except, however, for special meetings, four (4) days advance notice of which shall be given as provided in Section 12, above. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the President or the Board of Directors, at the time of giving the notice, intends to present for action by the Directors of the Board of Directors.

Section 14. MANNER OF GIVING NOTICE; AFFIDAVIT OF NOTICE. Notice of any meeting requiring a notice shall be given either personally, by electronic mail, or by first-class mail or telegraphic or other written communication, charges prepaid, addressed to the Directors at the address of each Director appearing on the books of the Corporation or given by the Director to the Corporation for the purpose of notice. If no such address appears on the

Corporation's books or is given, notice shall be deemed to have been given if sent to that Director by first-class mail or telegraphic or other written communication to the Corporation's principal executive office, or if published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication, including electronic mail.

If any notice addressed to a Director at the address of that Director appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Director at that address, all future notices or reports shall be deemed to have been duly given without further mailing if these shall be available to the Director on written demand of the Director at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of the notice.

An affidavit of the mailing or other means of giving any notice of any Directors' meeting shall be executed by the Secretary of the Corporation giving the notice, and shall be filed and maintained in the minute book of the Corporation.

Section 15. WAIVER OF NOTICE OF MEETING. Notice of a meeting need not be given to a Director who signs a waiver of notice or a written consent to hold the meeting, or who signs an approval of the minutes of such meeting. Notice need not be given to a Director who attends the meeting without protest, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 16. QUORUM. A majority (51%) of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn, as provided in Section 18. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. 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 at least a majority of the required quorum for that meeting.

Section 17. ACTION BY BOARD WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors of the Board shall individually or collectively consent to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 18. ADJOURNMENT. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting.

Section 19. FEES AND COMPENSATION OF DIRECTORS. Directors shall not receive compensation for their services, but may be reimbursed reasonable expenses incurred in connection with their service as Directors.

ARTICLE VI

OFFICERS

Section 1. OFFICERS. The Officers of the Corporation shall be a President, Vice President, Secretary, and a Treasurer. Any number of offices may be held by the same person except as otherwise provided in the Articles of Incorporation or in these Bylaws. No Officer of the Corporation may serve as a Director of the Sole Member.

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 or Section 4 of this Article VI, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board.

Section 3. REMOVAL AND RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect on the date of 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 4. VACANCY IN THE OFFICE OF THE PRESIDENT. A vacancy in the office of the President because of death, resignation, removal, disqualification or any other cause shall be immediately filled in the following succession: Vice President, Secretary, and then Treasurer.

Section 5. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors, the President shall be the principal 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 the affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she 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 6. VICE PRESIDENTS. In the absence or disability of the President, the Vice Presidents, 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, and the President.

Section 7. SECRETARY. The Secretary shall keep or cause to be kept, at the principal executive office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Members or Directors, with the time and place of holding such meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present.

The Secretary shall keep or shall cause to be kept, at the principal office, a copy of the Articles of Incorporation.

The Secretary shall give, or cause to be given, notice of all meetings of the Members and the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the Corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 8. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories 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 as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

The Corporation shall, to the maximum extent permitted by Arizona Nonprofit Corporation Act, hold harmless and defend each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation if such person was found by the Board to be acting in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation, and, in case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. For purposes of this Section, an "agent" of the Corporation includes any person or entity who is or was a Member, Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Member, Director, Officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

ARTICLE VIII

RECORDS AND REPORTS

Section 1. MAINTENANCE AND INSPECTION OF BYLAWS. The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of Arizona, at its principal business office in this state, the original or a copy of the Bylaws as amended to date. The Corporation's annual tax returns shall also be available for public inspection at the Corporation's principal office during regular business hours.

Section 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. The accounting books and records and minutes of proceedings of the Members and the Board of Directors, shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 3. MEMBERS' RIGHT TO INSPECT ACCOUNTING RECORDS AND MINUTES. On written demand on the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members and the Board of Directors, at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney, and the right to inspection includes the right to copy and make extracts of documents. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 4. INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation, and the records of any subsidiary of the Corporation. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 5. FINANCIAL STATEMENTS. A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, that has

been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation.

Section 6. ANNUAL REPORT. The Board shall cause an annual report to be sent to the Directors within 120 days after the end of the Corporation's fiscal year. The report shall contain the following information, in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds;

(c) The Corporation's revenue or receipts, both restricted and unrestricted to particular purposes;

(d) The Corporation's expenses or disbursements for both general and restricted purposes; and

(e) An independent accountants' report, or if none, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

The requirement of an annual report shall not apply if the Corporation receives less than $25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who requests it in writing.

Section 7. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all Directors, or as a separate report if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail or deliver to each Director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than $50,000 or was one of several transactions with the same

interested person involving, in the aggregate, more than $50,000. For this purpose, an "interested person" is either:

(1) Any Director or Officer of the Corporation, its parent or subsidiary (but mere common Directorship shall not be considered such an interest; or

(2) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any Officer or Director of the Corporation under Article VII of these Bylaws.

ARTICLE IX

GENERAL CORPORATE MATTERS

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. 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, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. The Board of Directors, except as otherwise provided in these Bylaws, 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, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an Officer, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 3. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Arizona Nonprofit Corporation Act shall govern the construction of these Bylaws. The Corporation shall, however, be governed by a Board of Directors and any reference in said laws to "Directors" or to the "Board of Directors" shall be deemed to refer to said Board of Directors. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a Corporation and a natural person.

ARTICLE X

CONTRACTS WITH AND LOANS TO MEMBERS, DIRECTORS, AND OFFICERS

Section 1. CONTRACTS WITH DIRECTORS AND OFFICERS. No Director of this Corporation nor any other corporation, firm, association or other entity in which one or more of this Corporation's Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation or any corporation in which this Corporation is a member or holds any ownership interest.

No Officer of this Corporation nor any other corporation, firm, association or other entity in which one or more of this Corporation's Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation or any corporation in which this Corporation is a member or holds any ownership interest unless (a) the material facts regarding the Officer's financial interests in such contract or transaction regarding such common officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all Directors of the Board prior to the Board's consideration of such contractor transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and, (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

Section 2. LOANS TO MEMBERS, DIRECTORS, OFFICERS. The Corporation shall not lend any money or property to or guarantee the obligation of any Member, Director, or

Officer without the approval of the Arizona Attorney General; provided, however, that the Corporation may advance money to a Member, Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Member, Director, or Officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE XI
AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed only by the Sole Member or by a super majority vote of the Members. A super majority vote shall require a minimum of seventy percent (70%) of all the Members.

ARTICLE XII
WINDING UP AND DISSOLUTION

Section 1. PROCEDURE. This Corporation may be wound up and dissolved upon a super majority vote of the Board of Directors. A super majority vote shall require a minimum of seventy percent (70%) of all the Board of Directors.

Section 2. DISTRIBUTION OF ASSETS. The assets of the Corporation shall be distributed and allocated as provided in the Corporation's Articles of Incorporation. Any Corporation assets not distributed as provided above shall be distributed to such tax-exempt charitable organizations as may meet the general objectives and mission of the Corporation, or to a community foundation or other charitable organization which will carry out the Corporation's mission, in such manner as the Board of Directors deems reasonable and appropriate. Such termination and dissolution shall be subject to and bound by all then applicable rules of the Internal Revenue Code, and with such approval and consent as may be required by the Internal Revenue Service.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of PATHWAYS IN EDUCATION – ARIZONA, INC.; and

(2) That the foregoing Bylaws, comprising nineteen (19) pages, constitute the Bylaws of such corporation as duly adopted by a super-majority of the Board of Directors as of the ____ day of _____, 2015.

IN WITNESS WHEREOF, I have hereto subscribed my name this _____ day of _____, 2015

_____

Secretary, PATHWAYS IN EDUCATION – ARIZONA, INC.