

**FIRST AMENDED BYLAWS**  
**OF**  
**College Preparatory Middle School**

**ARTICLE I**  
**Purposes**

The corporation is organized for the public and educational purposes as specified in its Articles of Incorporation.

**ARTICLE II**  
**Offices**

**Section 1.     Principal Office.**

The corporation's principal office shall be located in the County of San Diego, State of California. The Board of Trustees ("Board") is granted full power and authority to change the principal office from one location to another within California.

**Section 2.     Other Offices.**

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

**ARTICLE III**  
**Membership**

**Section 1.     No Statutory Member.**

Unless and until these bylaws are amended to provide otherwise, this corporation shall have no statutory members.

**Section 2.     Associates.**

Nothing in this Article shall be construed to limit the corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such reference by the corporation shall render anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer, by amendment of its Articles of Incorporation or of these Bylaws, some or all of a member's rights, set forth in the California Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of trustees/directors, on a disposition of substantially all of the assets of the corporation, on a merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE IV  
Board of Trustees

Section 1.     Powers.

Subject to the limitations of the California Nonprofit Public Benefit Corporation Law, the corporation's Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, 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. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral or delegation at any time.

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- i. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws; to fix their compensation; and to require security from them for faithful service;
- ii. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws;
- iii. To adopt, make and use a corporate seal and to alter the form of the seal from time to time;
- iv. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefore;
- v. To carry on a business and apply any revenues in excess of expenses that results from the business activity to any activity in which it may lawfully engage;
- vi. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;
- vii. To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property; and,

viii. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose.

Section 2. Number and Qualifications of Trustees.

i. The number of trustees of the corporation shall be not less than three (3) and not more than five (5), with the exact number to be determined from time to time by a resolution of the Board, unless and until changed by amendment of the Articles of Incorporation or by amendment of these Bylaws.

ii. The qualifications for Trustees are generally the ability to attend board meetings, a willingness to actively support and promote College Preparatory Middle School, and a dedication to its educational philosophy and goals.

Section 3. Appointment and Term of Office.

The initial trustees and a chairperson shall be appointed by the Incorporator and shall serve staggered terms as determined by the Incorporator. Thereafter, the Board through a nomination process shall select each trustee. After initial terms, trustees shall hold office for a term of two (2) years or until a successor has been selected.

Section 4. Resignation and Removal.

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any trustee may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Any director may be removed, with or without cause, by a majority vote of the Board.

Section 5. Vacancies.

i. A Board vacancy or vacancies shall be deemed to exist if any trustee dies, resigns, or is removed, or if the authorized number of trustees is increased.

ii. A vacancy on the Board shall be filled only by resolution of the Board. Each trustee so elected, appointed, or designated shall hold office until the expiration of the term of the replaced trustee and continue to hold office until a qualified successor has been elected, appointed, or designated.

iii. No reduction of the authorized number of trustees shall have the effect of removing any trustee prior to the expiration of the trustee's term of office.

Section 6. Place of Meeting.

Meetings of the Board shall be held at the principal office of the corporation or at any other place within or without the State of California which has been designated in the notice of the meeting or, if there is no notice, by resolution of the Board. All meetings of the Board shall be called, held, and conducted in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Section 54950, *et seq.*, as said chapter may be modified from time to time ("Brown Act").

Section 7. Annual Meeting.

Annually the Board shall meet for the purpose of organization, appointment of officers and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date and place as may be specified and noticed by resolution of the Board.

Section 8. Regular Meetings.

Regular meetings of the Board, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board.

Section 9. Special Meetings.

Special meetings of the Board for any purpose may be called at any time by the president, the secretary or any two trustees. The party calling such special meeting shall determine the place, date and time thereof.

Section 10. Notice of Special Meetings.

i. Special meetings of the Board may be held only after each trustee has received prior notice given personally or by telephone, telegraph, facsimile, telex or other similar means of communication. In compliance with the Brown Act, notice of special meetings shall be provided at least twenty-four (24) hours prior to the time of the holding of the meeting.

ii. The notice of special meeting shall state the time of the meeting, the location of the meeting, and the general nature of the business proposed to be transacted at the meeting, as well as any other information required by the Brown Act. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 11. Quorum.

A majority of the Trustees then in office shall constitute a quorum. Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present is an act of the Board.

Section 12. Telephonic and Electronic Video Meetings.

Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment as long as such meetings comply with the requirements of the Brown Act. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if (i) each member participating can communicate with all other members concurrently, (ii) each member is provided the means of participating in all matters before the Board including, without limitation, the capacity to propose, or to interpose an objection to, specific action to be taken, and (iii) the corporation has adopted and implemented some means of verifying both that the person participating in the meeting is a trustee or other person entitled to participate in the meeting and that all actions of, or votes by, the Board are taken or cast only by the trustees and not by persons who are not trustees.

Section 13. Adjournment.

A majority of the trustees present, whether or not a quorum is present, may adjourn any trustees meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the trustees who were not present at the time of the adjournment.

Section 14. Rights of Inspection.

Subject to applicable federal and state laws regarding pupil confidentiality, every trustee has the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 15. Board Committees.

The Board may appoint an executive committee and one or more other committees each consisting of two (2) or more trustees to serve at the pleasure of the Board, and delegate to such committee any of the authority of the Board, except with respect to:

- a. The filling of vacancies on the Board or on any committee which has the authority of the Board;
- b. The fixing of compensation of the trustees for serving on the Board or on any committee;
- c. The amendment or repeal of these bylaws or the adoption of new bylaws;
- d. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

- e. The appointment of other committees having the authority of the Board;
- f. The expenditure of corporate funds to support a nominee for trustee after there are more people nominated for trustee than can be elected; or
- g. The approval of any self-dealing transaction as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the number of trustees then in office, and any such committee may be designated as an executive committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members to a committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board, such committee, or these bylaws shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 16. Other Committees.

a. The president, subject to the limitations imposed by the Board, or the Board, may create other committees, either standing or special, to serve the Board which do not have the powers of the Board. The president, with the approval of the Board, shall appoint members to serve on such committees, and shall designate the committee chair. If a trustee is on a committee, he or she shall be the chair. Each member of a committee shall continue as such until the next annual election of officers and until his or her successor is appointed, unless the member sooner resigns or is removed from the committee.

b. Meetings of a committee may be called by the president, the chair of the committee or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee shall comply with the provisions of the Brown Act to the extent required by Government Code section 54952. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.

c. Any member of a committee may resign at any time by giving written notice to the president. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The president may, with prior approval of the Board, remove any appointed member of a committee. The president, with the Board's approval, shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership for the unexpired portion of the term.

Section 17. Fees and Compensation.

The Board may approve reimbursement of a trustee's actual and necessary expenses incurred in the conduct of the corporation's business. Members of the Board shall not be compensated for their service as trustees.

Section 18. Nonliability of trustees.

No trustee shall be personally liable for the debts, liabilities or other obligations of this corporation.

Section 19. Standard of Care.

A trustee shall perform the duties of a trustee, including duties as a member of any committee of the Board upon which the trustee may serve, in good faith, in a manner such trustee believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a trustee, a trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

i. One or more officers or employees of the corporation whom the trustee believes to be reliable and competent in the matters presented;

ii. Counsel, independent accountants or other persons as to matters which the trustee believes to be within such person's professional or expert competence; or

iii. A committee of the Board upon which the trustee does not serve as to matters within its designated authority, provided the trustee believes merits confidence and the trustee acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 20. Self-Dealing Transactions.

Self-dealing transactions means transactions to which the corporation is a party and in which one or more of the trustees ("interested trustee(s)") has a material financial interest. Except as permitted by the California Nonprofit Public Benefit Corporation Law or other applicable law, the corporation shall not engage in any self-dealing transactions.

Section 21. Corporate Loans and Advances.

The corporation shall not make any loan of money or property to or guarantee the obligation of any trustee or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a trustee or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or trustee, if, in the absence of such advance, such trustee or officer would be entitled to be reimbursed for such expenses by the corporation.

Section 22. Annual Report.

Pursuant to Section 6321 of the California Nonprofit Public Benefit Corporation Law, the chief financial officer shall cause an annual report to be prepared and sent to each trustee not later than 120 days after the close of the fiscal year. Such annual report shall be prepared in conformity with the requirements of the California Nonprofit Public Benefit Corporation Law as it may be in effect from time to time.

Section 23. Annual Statement of Certain Transactions and Indemnifications.

Pursuant to Section 6322 of the California Nonprofit Public Benefit Corporation Law, the corporation shall furnish an annual statement of certain transactions and indemnifications to each of the trustees no later than 120 days after the close of the fiscal year. If the corporation issues an annual report as set forth in Section 22 of this Article above, this requirement shall be satisfied by including the required information, as set forth in Section 6322 of the California Nonprofit Public Benefit Corporation Law, in such report.

ARTICLE V  
Officers

Section 1. Officers.

The officers of this corporation shall be a president, one or more vice presidents, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected or appointed by the Board. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president.

Section 2. Appointment of Officers.

Except as otherwise specified in Sections 3 and 10 of this Article, the officers of the corporation shall be chosen annually by the Board and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers.

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

Section 4. President.

The president is the chief executive officer of the corporation and has, subject to the control of and has general supervision, direction and control of the business and affairs of the corporation. The president has the general management powers and duties usually vested in the



office of president of a corporation, as well as such other powers and duties as may be prescribed from time to time by the Board.

Section 5. Vice President.

In the absence or disability of the president, the vice president (or if more than one (1) vice president is appointed, in order of their rank as fixed by the Board or if not ranked, the vice president designated by the Board) shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the President. The vice presidents shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 6. Secretary.

The secretary shall keep or cause to be kept, at the principal office of the corporation the State of California, the original or a copy of the corporation's Articles of Incorporation and bylaws, as amended to date, and a register showing the names of all trustees and their respective addresses. The secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The secretary also shall keep or cause to be kept at the principal office, or at such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding; whether regular or special; if special how authorized; the notice thereof given; the names of those present and absent; and the proceedings thereof. The secretary shall give or cause to be given notice of all the meetings of the Board required by these bylaws or by law to be given; shall keep the seal of the corporation in safe custody; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the treasurer; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7. Chief Financial Officer.

The chief financial officer shall keep and maintain or cause to be kept and maintained adequate and correct 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 times be open to inspection by any trustee. The chief financial officer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board. The chief financial officer shall disburse the funds of the corporation as shall be ordered by the Board, shall render to the President and the trustees, upon request, an account of all transactions as chief financial officer. The chief financial officer shall present an operating statement and report, since the last preceding board meeting, to the Board at all regular meetings. The chief financial officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 8. Removal and Resignation.

Any officer may be removed, either with or without cause, by the Board at any time. In the case of a subordinate officer appointed by the President, the President shall also have the power of removal. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VI  
Indemnification

Section 1. Definitions.

For the purposes of this Article, "agent" means any person who is or was a trustee, trustee, officer, or employee of this corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a trustee, trustee, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; and "proceeding" means any threatened, pending completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5b of this Article.

Section 2. Indemnification in Actions by Third Parties.

This corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any 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 did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the corporation.

This corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted regulator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section:

- i. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- ii. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- iii. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses.

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations.

Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article by:

- a. A majority vote of a quorum consisting of trustees who are not parties to such proceeding; or

b. The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

Section 6. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. Other Indemnification.

No provision made by this corporation to indemnify trustees or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, bylaws, a resolution of trustees, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such trustees and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5b, in any circumstances where it appears:

a. That it would be inconsistent with a provision of the Articles of Incorporation, these bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VII  
Miscellaneous

Section 1.     Fiscal Year.

The fiscal year of the corporation shall be a fiscal year ending June 30.

Section 2.     Inspection of Corporate Records.

The books of account and minutes of the proceedings of trustees, and of any executive committee or other committees of the trustees, shall be open to inspection at any reasonable time upon the written demand of any trustee. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

Section 3.     Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned by or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board or the executive committee, if any, or by the President.

Section 4.     Endorsement or Execution of Documents and Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the chair of the Board, the president, certain designated vice-presidents, the secretary or the chief financial officer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Additionally, by resolution of the Board, general signatory authority may be granted and delegated to other persons on behalf of the corporation. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board or the President. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation to any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

ARTICLE VIII  
Effective Date and Amendments

Section 1.     Effective Date.

These bylaws shall become effective immediately upon their adoption. Amendments to these bylaws shall become effective immediately upon their adoption.

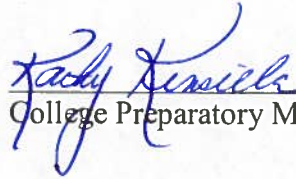
Section 2.     Amendments.

These bylaws may be amended or repealed and new bylaws adopted only by the Board.

## CERTIFICATE OF SECRETARY

The undersigned, being the duly elected and acting Secretary of College Preparatory Middle School, a California nonprofit public benefit corporation, does hereby certify that the foregoing First Amended Bylaws, consisting of 14 pages (including this certificate), are the Bylaws of this corporation as duly adopted by the Board of Trustees on June 27, 2018, 2018.

Executed on June 27, 2018 at La Mesa, California.

 Secretary  
College Preparatory Middle School