

**AMENDED BY-LAWS
OF
GUADALUPE EDUCATIONAL SYSTEM, INC.**

ARTICLE I

CORPORATION. OFFICES. RECORDS. SEAL

Section 1.1. The Corporation. Guadalupe Educational System, Inc. ("GES") is a corporation that is organized under the Missouri Nonprofit Corporation Act.

Section 1.2. Principal Office. The principal office and location of this corporation shall be at such place in or outside the State of Missouri as may be designated from time to time by the Board of Directors.

Section 1.3. Registered Office and Registered Agent. This corporation shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in the State of Missouri shall be as are stated in the articles of incorporation or as may be determined from time to time by the Board of Directors pursuant to the applicable provisions of law.

Section 1.4. Records. This corporation shall keep as permanent records Minutes of all meetings of its member and Board of Directors, a record of all actions taken by the member or directors without a meeting, and a record of all actions taken by committees of the Board of Directors. This corporation shall maintain appropriate accounting records.

This corporation or its agent shall maintain a record of its member in a form that permits preparation of a list of the name(s) and address (es) of the member, in alphabetical order by classes, if any, showing the number of votes each member is entitled to vote. This corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Without limiting the records required to be kept pursuant to this Section 1.4, this corporation shall keep a copy of the following records at its principal office:

- (a) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (b) its bylaws or restated bylaws and all amendments to them currently in effect;
- (c) resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of its

member or any member class;

(d) the minutes of all member meetings and records of all actions approved by the member for the past three years;

(e) All written communications to the member or any member class generally within the past three years, including the annual financial statements of this corporation for the past three years;

(t) A list of the names and business or home addresses of its current directors and officers;

(g) its most recent annual report delivered to the Missouri Secretary of State as required by the Missouri Nonprofit Corporation Act; and

(h) Appropriate financial statements of all income and expenses.

Except as required by law or as may be authorized by the Board of Directors (including the collection of appropriate charges), no member or agent or attorney of any member shall have the right to inspect the foregoing records or any other records of this corporation.

Section 1.5. Seal. The Board of Directors shall adopt, and may alter, a corporate seal, which shall have inscribed thereon the name of this corporation and the words: Corporate Seal — Missouri. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or to be in any other manner reproduced.

ARTICLE II

TYPE OF CORPORATION; PURPOSES

Section 2.1. Type of Corporation. This corporation is a public benefit corporation. Such designation is made solely for the purposes of Section 355.096.2(2) of the Missouri Nonprofit Corporation Act.

Section 2.2. Purposes Stated in Articles. The purposes of this corporation shall be those nonprofit purposes stated in the articles of incorporation.

ARTICLE III

MEMBERSHIP

Section 3.1. General. This corporation shall have only one class of membership

Section 3.2. Qualification and Admission. The sole member of this corporation shall consist of Guadalupe Centers, Inc. ("GCI"). All references in these bylaws to the member are to be interpreted consistently with this section.

Section 3.3. Transfer of Memberships. No member may transfer a membership in this corporation or any right derived therefrom.

Section 3.4. Resignation, Expulsion or Suspension of the Member. Any member may resign as a member. Such resignation shall be in writing addressed to the secretary of this corporation and shall be effective immediately or upon the time specified, as such resignation may provide. The resignation of a member does not relieve the member from any obligations the member may have to this corporation as a result of obligations incurred or commitments made prior to resignation. No member shall be subject to expulsion or suspension.

Section 3.5. Purchase of Memberships. This corporation shall not purchase any of its memberships or any right arising there from.

ARTICLE IV

MEMBER MEETINGS

Section 4.1. Place of Meetings. All member meetings shall be held at the Principal office of the sole member, GCI, or at such other place or places as the Board of Directors shall have determined.

Section 4.2. (a) Annual Meetings. An annual member meeting shall be held on the third Monday in January of each year, or as the Board of Directors may specify.

(b) Regular Meetings. In addition to the annual meeting, there may be regular member meetings at such times and places as may be determined from time to time by resolution of the Board of Directors.

(c) Special Meetings. Special member meetings may be held for any purpose or purposes. Special meetings may be called by the president of the board, by the chief executive officer, by the secretary, or by the Board of Directors.

To the extent that there is no separate call of a member meeting, the "call" and the "notice" of any such meeting shall be deemed to be synonymous.

Section 4.3. Notice. Notice of each member meeting, whether annual,

regular or special, stating the place, day and hour of the meeting, shall be given, by or at the direction of the president of the board, the chief executive officer, the secretary or the officers or persons calling the meeting, to each member entitled to vote there at. Such notice shall be mailed, sent by facsimile or personally delivered to each member entitled to such notice. Such notice shall be given and effective not less than ten days (or 30 days if mailed by other than first-class or registered mail) nor more than 60 days prior to the meeting.

Section 4.4. Waiver of Notice. A member may waive any notice required to be given under the provisions of these bylaws, the articles of incorporation or any law by signing and delivering to this corporation for inclusion in the minutes or filing with the corporate records a written waiver thereof, before or after the date and time stated in the notice. A member's attendance at a meeting (a) waives objection to lack of notice or defective notice of such meeting, unless, at the beginning of the meeting, the member objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 4.5. Presiding Officials. Every member meeting, for whatever object, shall be convened by the president of the board, the chief executive officer, or by the officer or person who called the meeting, but it shall be presided over by the appropriate officer specified in Section 7.7 or 7.8 of these bylaws; provided, however, that by member vote at the member meeting, and notwithstanding anything to the contrary contained elsewhere in these bylaws, there may be selected any persons of member choosing to act as chairman and secretary of such meeting or any session thereof.

Section 4.6. (a) Business Which May Be Transacted at Annual Meetings. At each annual member meeting, the member shall elect directors to hold office until the **third** succeeding annual meeting and until their successors shall have been elected and commenced their terms of office and they may transact such other business as may be desired, whether or not the same was specified in the notice of the meeting; provided, however, that (i) if a matter or matters required by the Missouri Nonprofit Corporation Act to be approved pursuant to Section 355.416 (relating to a conflict of interest transaction), Section 355.476 (relating to indemnification), Section 355.561 (relating to an amendment to this corporation's articles of incorporation), Section 355.596 (relating to an amendment to this corporation's bylaws), Section 355.631 (relating to a plan of merger), Section 355.656 (relating to a disposition of all or substantially all of this corporation's property), or Section 355.666 or 355.671 (relating to dissolution) will be voted upon at an annual meeting, the notice of the meeting must include a description of such matter or matters and (ii) At each annual member meeting, the chief executive officer and the treasurer shall report on the activities and financial condition of this corporation.

(b) Business Which May Be Transacted at Regular Meetings.

At any regular member meeting, the member may transact such business as may be desired, whether or not the same was specified in the notice of the meeting; provided, however, that (i) if a matter or matters required by the Missouri Nonprofit Corporation Act to be approved by the member pursuant to Section 355.416 (relating to a conflict of interest transaction), Section 355.476 (relating to indemnification), Section 355.561 (relating to an amendment to this corporation's articles of incorporation), Section 355.596 (relating to an amendment to this corporation's bylaws), Section 355.631 (relating to a plan of merger), Section 355.656 (relating to a disposition of all or substantially all of this corporation's property), or Section 355.666 or 355.671 (relating to dissolution) will be voted upon at a regular meeting, the notice of the meeting must include a description of such matter or matters.

(c) Business Which May Be Transacted at Special Meetings. Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meeting, unless the transaction of other business is consented to by the member entitled to vote on such matter.

Section 4.7. Quorum and Manner of Acting. Except as otherwise may be provided by law or by the articles of incorporation, when the member entitled to vote is present in person or by proxy, it shall constitute a quorum. A quorum having been established, every decision of the member constituting any such quorum shall be valid as a corporate act, unless prohibited by law, by the articles of incorporation, or by these bylaws. If, however, a quorum of the member entitled to vote, in person or in proxy, should not be present at any meeting, the member meeting shall be deemed adjourned, without notice to any member other than announcement of the time and place at the meeting, to a specified date not longer than 70 days after such record date. At any subsequent session of the meeting at which a quorum is present in person or by proxy, any business may be transacted that could have been transacted at the initial session of the meeting if a quorum had been present.

Section 4.8. (a) Proxies. At any member meeting, every member having the right to vote is entitled to execute its vote, or said vote may be executed in writing by proxy by such member or by such member's duly authorized attorney-in-fact. Appointment of a proxy is effective when received by the secretary or other officer or agent of this corporation that is authorized to tabulate votes. Unless a different period is expressly provided otherwise in such proxy, a proxy shall be valid for eleven months, but no proxy shall be valid for more than three years from the date of execution.

An appointment of a proxy is revocable by the appointing member. The death or incapacity of the member appointing a proxy revokes the proxy; provided, however, that such death or incapacity does not affect the right of this corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. Appointment of a proxy is revoked by the member

appointing the proxy attending any meeting and executing its own vote, or by the member signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a written statement that the appointment of the proxy is revoked or a subsequent appointment form.

(b) Voting. The member shall have one vote on each matter. Voting at any meeting may, but need not be, by written ballot. Whether this corporation shall accept a vote, consent, waiver, or proxy appointment and give it effect as the act of a particular member shall be determined in accordance with the standards set forth in Section 355.306 of the Missouri Nonprofit Corporation Act.

Section 4.9. Member's Written Consent. Any action required to be taken or which may be taken at a member meeting may be approved without a member meeting if the action is evidenced by written consent, describes the action taken, is signed by the member, and is delivered to this corporation for inclusion in the minutes or filing with the corporate records.

Section 4.10. Member Lists. After fixing a record date for a notice of a meeting, this corporation shall prepare an alphabetical list of the name, address and number of votes of each member who is entitled to vote at the meeting. The member list shall be available for inspection by any member for the purpose of member communication concerning the meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at this corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A member, a member's agent or a member's attorney is entitled on written demand to inspect the list, at a reasonable time, during the period it is available for inspection. This corporation shall make the member list available at the meeting, and any member, a member's agent or a member's attorney is entitled to inspect the list at any time during the meeting or any adjournment.

Without the consent of the Board of Directors, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the Board of Directors a membership list or any part thereof may not be:

- (a) used to solicit money or property unless such money or property will be used solely to solicit the votes of the member in an election to be held by this corporation;
- (b) used for any commercial purpose; or
- (c) Sold to or purchased by any person.

ARTICLE V

DIRECTORS

Section 5.1. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation. The Board of Directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these bylaws, to supervise, control, direct and manage the property, affairs and activities of this corporation, to determine the policies of this corporation, to do or cause to be done any and all lawful things for and on behalf of this corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the Board of Directors shall not authorize or permit this corporation to engage in any activity not permitted to be transacted by the articles of incorporation or by a corporation organized under the Missouri Nonprofit Corporation Act, (b) none of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation, and (c) all income and property of this corporation shall be applied exclusively for its nonprofit purposes.

This corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office. No part of the net earnings or other assets of this corporation shall inure to the benefit of any member, director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of this corporation, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Section 5.1.

The school's Board shall be the governing body charged with the responsibility for the operation of the public charter school. The most notable responsibilities shall be as follows:

- (a) Create and support a clear mission, vision, and performance objectives;
- (b) Review and maintain bylaws;
- (c) Establish, interpret and enforce policies consistent with the mission;
- (d) Ensure fiscal health of the school including capital assets, operating budgets, fundraising, and endowments;
- (e) Adopt the annual financial budget;

- (f) Approve monthly General Fund and other reports and approve expenditures as required by Board policy;
- (g) Hire, support, manage, and assess the school leader;
- (h) Require reports of the school leader concerning the school's progress;
- (i) Evaluate it annually and develop itself through orientation, ongoing education, and leadership succession planning; Establish strategic plans;
- (j) Comply with Missouri's Sunshine Law by adopting a Sunshine Law policy as required by law and otherwise ensuring the board and school comply with the provisions of the Sunshine law, Ch. 610, Ramos;
- (k) Ensure all members are actively involved in the work of the board and committees;
- (l) Assure compliance with federal and state laws, regulations and rules;
- (m) Assist in development of plans and specifications and provide financing of school facilities;
- (n) Act as a final appeals board for personnel, parent, and student grievances;
- (o) Hear communications, either written or oral, from stakeholders related to matters of policy;
- (p) Act as charter school advocates and liaisons between the community and school;
- (q) Meeting the terms of the charter and attaining established goals and objectives set forth in the charter document; and
- (r) Meeting the legislative intent of raising student achievement and shall ensure the school operates in a fiscally responsible manner evidenced by an unqualified audit annually.

Section 5.2. (a) Number and Qualifications. Unless and until changed by the Board of Directors as hereinafter provided, the number of directors to constitute the board shall be the same number as that provided for the first board in the articles of incorporation. The board shall have the power to change the number of directors by resolution adopted by a majority of the full board; provided, however, that in no event shall the number of directors be fewer than five or more than nine. All directors shall be individuals, and all directors or candidates to be a director shall be subject to a background check, conducted in compliance with 160.400 RSMo. to be completed prior to appointment or election to the Board.

(b) Parent Director. Commencing with the annual meeting of this Corporation in 2007, at least one parent of a child enrolled in each charter school operated by this Corporation shall be a director ("Parent Director").

Section 5.3. (a) Election. Each director named in the articles of incorporation shall hold office until the first, second, or third annual member meeting, respectively, as determined by the term of office for each director designated in the articles of incorporation, or until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal. At every annual member meeting, member voting shall be used to elect directors to succeed those directors whose terms expire with such annual

meeting.

(b) Terms of Office. Except as provided in Section 5.5 and Section 7.7, each director, except a Parent Director, elected as a director shall serve a term of office until the **third** following annual meeting of this Corporation and until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal. Any director may be elected for successive terms, but No more than three consecutive full terms shall be allowed. A full term for a director shall consist of **three** full years. The election in respect of 3 consecutive full terms shall not be deemed to include any term of less than **one** full year; provided, however, (a) that the term of any director named in the articles of incorporation shall be computed as a full term of **three** years, (b) that in the case of replacements to fill vacancies in the tenure of directors a period of 18 months or more shall be computed as a full term of **three** years, and (c) that the term of a director elected at an annual meeting of the members for a period expiring with the **third** following annual meeting of the members shall be treated as a full term of **three** years, notwithstanding any change or Changes in the dates of the annual meeting in the years involved.

Each Parent Director, as defined in Section 5.2(b), shall serve a term of office until the **first** following annual meeting of this Corporation and until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal. Any director may be elected for successive terms, but no more than three consecutive terms shall be allowed. A Parent Director without a child enrolled in a charter school of this Corporation is disqualified from being a Parent Director.

Section 5.4. Commencement of Term of Office. The term of office of a person elected a director shall not commence until the time the person accepts the office of director either by a written acceptance or by participating in the affairs of this corporation at a meeting of the Board of Directors or otherwise.

Section 5.5. Vacancies. Vacancies on the Board of Directors resulting from the death, resignation, removal, incapacity or disqualification of a director, or by reason of an increase in the number of directors or the failure of an elected director to accept the office of director, may be filled by a member vote at any annual meeting or at a special meeting called forth at purpose. A director elected to fill a vacancy resulting from the death, resignation, removal, incapacity or disqualification of a director shall meet any qualifications set forth in these bylaws, and shall serve for the unexpired term of such director's predecessor and until the term of office of such director's successor has commenced.

A director elected to fill a vacancy resulting from an increase in the number of directors shall meet any qualifications set forth in these bylaws, and shall serve for a term of office determined by the member at the time of such vote. Such term shall not

exceed a term of three years, and the term of office of each such director shall be set so as to equalize, as nearly as practical, the number of directors whose terms expire at each annual member meeting. For the purposes of the foregoing, the expiration of the term of a Parent Director shall not be taken into account.

Section 5.6. Compensation. No director shall receive compensation from this corporation for any service such person may render to it as a director. However, a director may be reimbursed for such director's actual expenses reasonably incurred in attending meetings and in rendering service to this corporation in the administration of its affairs.

Section 5.7. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors and shall have and exercise the authority of the board in the management of this corporation to the extent provided in the designating resolution. Other committees not having the authority of the Board of Directors in the management of this corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board of Directors.

Committees of the Board of Directors and members of such committees are governed by these bylaws with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements; provided, however, that no committee shall be required to hold an annual meeting and provided, further, that a majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of such committee. All committees so appointed shall, unless otherwise provided by the Board of Directors in the case of committees not having the authority of the Board of Directors, keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of this corporation and shall report the same to the Board of Directors at or prior to its next meeting. The secretary or an assistant secretary of this corporation may act as secretary of any such committee if the committee so requests.

A committee of the board may not:

- (a) Authorize member distributions, or distributions to directors, officers, agents or employees except in exchange for value received;
- (b) Approve or recommend to the member dissolution, merger or the sale, pledge or transfer of all or substantially all of this corporation's assets;
- (c) Unless otherwise stated in these bylaws or the articles of incorporation, elect, appoint or remove directors or fill vacancies on the board or on any of its committees;
- (d) Adopt, amend or repeal the article of incorporation or these bylaws.

Section 5.8. Resignation. Any director may resign from the Board of Directors by delivering a written notice thereof to the Board of Directors, its presiding officer, or to the chief executive officer or secretary of this corporation. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

Section 5.9. Removal. The member may, without cause, remove one or more directors elected by the member. A director may be removed by a member vote. Any vote to remove a director follows the voting procedure required at a meeting to elect directors. A director elected may be removed by the member only at a meeting called for the purpose of removing the director. The meeting notice must state that the purpose or one of the purposes, of the meeting is removal of the director.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 6.1. Annual Meetings of the Board-Notice. The newly elected members of the board and those members of the board who continue in office (if any) shall meet annually (a) immediately following the adjournment of the annual member meeting, at the same location as such meeting, or at such other time and place, either within or without the State of Missouri, as shall be established at the annual meeting, and no notice of such board meeting shall be necessary to any directors in order legally to constitute the meeting, provided a quorum shall be present, (b) if not so established or if a quorum shall not be present, the members of such board may meet at such time and place as shall be consented to in writing by a majority of the directors, provided that notice of such meeting shall be given to each of the other directors in the same manner as provided in Section 6.4 of these bylaws with respect to the giving of notice of special meetings of the board except that it shall not be necessary to state the purpose of the meeting in such notice, or (c) regardless of whether or not the time and place of such meetings shall be so established, the members of such board may meet at such time and place as shall be consented to in writing by all of the directors.

Section 6.2. Regular Meetings. In addition to the annual meeting, the Board of Directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the board. Any business may be transacted at a regular meeting.

Section 6.3. Special Meetings. Special meetings of the Board of Directors may be called by the chief executive officer or by at least two of the directors to be held at any time and for any purpose or purposes. Special meetings shall be held at the principal office of this corporation or at such place or places, within or without the State of Missouri, as the Board of Directors shall have determined.

Section 6.4. Notice: In General, Special Meetings.

(a) Whenever notice is required to be given to a director, such notice shall be in writing and shall be provided via mail, electronic mail, facsimile, or personal delivery to such director. Such notice shall be deemed given and effective on the date determined in accordance with Article IX of these bylaws.

(b) Written notice of each special meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be provided to each director by the officer or directors calling the special meeting and shall be given and effective at least two days before the day on which the meeting is to be held.

Section 6.5. Quorum. Unless otherwise required by law or provided elsewhere in these bylaws, the presence of a **50% majority plus one** of the directors in office immediately before a meeting begins shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. The act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors except in those specific instances in which a larger vote may be required by law, by the articles of incorporation or by these bylaws.

Section 6.6. Adjournment. If the quorum specified above should not be present at any such meeting, but at least **one-third** of the directors in office are present, the directors present shall have power successively to adjourn the meeting, and to act as a quorum for such limited purpose, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted that could have been transacted at the original session of the meeting.

Section 6.7. Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for d e c i s i o n .

Section 6.8. Meetings by Conference Telephone or Similar Communications Equipment. Members of the Board of Directors of this corporation may participate in a meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting in such manner shall constitute presence in person at the meeting.

ARTICLE VII

OFFICERS

Section 7.1. General. The officers of this corporation shall be a chief executive officer, one or more vice presidents, a secretary, a treasurer, and such other officers as the Board of Directors may elect, including but not limited to a president of the Board of Directors, assistant secretaries and assistant treasurers. The president of the Board, if any, and the chief executive officer shall be elected from among the members of the Board of Directors and shall at all times while holding such office be a member of the Board of Directors.

The officers shall be first elected by the Board of Directors named in the articles of incorporation at the first meeting of the board, to serve at the pleasure of the board until the first annual meeting of the Board of Directors or until their earlier death, incapacity, disqualification, resignation or removal. At the first and each subsequent annual meeting of the Board of Directors, except as provided in Section 7.7 and Section 7.8, the newly elected board shall elect officers to serve at the pleasure of the board until

the next annual meeting of the board or until their earlier death, incapacity, disqualification, resignation or removal.

Except as provided in Section 7.7 and Section 7.8, each officer of this corporation who is not reelected at the annual meeting of the board next succeeding such officer's election and at which any officer of this corporation is elected shall be deemed to have been removed by the board, unless the board provides otherwise at the time of such officer's election. The election of an officer does not itself create contract rights.

Section 7.2. Resignation. An officer may resign by delivering a written notice thereof to this corporation. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice.

Section 7.3. Removal. Any officer or any employee or agent of this corporation may be removed or discharged for any lawful purpose by the Board of Directors at any time with or without cause, but such removal or discharge shall not affect the contract rights, if any, of the person so removed or discharged.

Section 7.4. Compensation. No officer who is also a member of the Board of Directors shall receive any salary or compensation for serving as a director. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of this corporation.

Section 7.5. Vacancies. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of this corporation shall be filled by the Board of Directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the board or until such person's earlier death, incapacity, disqualification, resignation or removal.

Section 7.6. Delegation of Authority. The Board of Directors may from time to time delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of this corporation or other responsible person. In the event of such delegation, the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Section 7.7. The President of the Board. The president of the board shall be elected by the Board of Directors. The president of the board shall serve as president until such time as the Board of Directors otherwise holds an election at the annual meeting of the Board to replace the president or until such person's earlier death, incapacity, disqualification, resignation or removal. If a president of the board be elected, said president shall preside at all member meetings and the Board of Directors at which said president may be present and shall have such other duties,

powers and authority as may be prescribed elsewhere in these bylaws. The Board of Directors may delegate such other authority and assign such additional duties to the president of the board, other than those conferred by law exclusively upon the chief executive officer of this corporation, as it may from time to time determine, and, to the extent permissible by law, the board may designate the president of the board as the chief executive officer of this corporation with all of the powers otherwise conferred upon the chief executive officer of this corporation under Section 7.8, or it may, from time to time, divide the responsibilities, duties and authority for the general control and management of this corporation's properties and affairs between the president of the board and the chief executive officer.

The board president may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of this corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of this corporation.

Unless otherwise specifically provided by the board of directors, the board president shall have the right to participate in any meeting of any committee of the board of directors, whether or not the president is a member of such committee; provided, however, that unless the board of directors otherwise directs, the president shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of a committee of which the president is not a member.

At each regular meeting of the directors, the board president (together with the treasurer) shall report on the activities and financial condition of this corporation.

The board president shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws or by the board of directors.

Section 7.8. The Chief Executive Officer. The chief executive officer of this corporation shall be elected by the member of the corporation at the annual member meeting and shall serve until such time as the member conduct an election to replace said officer or until such person's earlier death, incapacity, disqualification, resignation or removal. The chief executive officer shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and the chief executive officer shall carry into effect all directions and resolutions of the board. In the absence of the president of the Board or if there be no president of the Board, the chief executive officer shall preside at all member meetings and the Board of Directors at which the president of the Board may be present. The chief executive officer may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of this corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of this corporation.

If a president of the board be elected and designated as the chief executive officer of this corporation, the president of the board shall perform such duties as may be specifically delegated to the chief executive officer by the Board of Directors or are conferred by law exclusively upon the chief executive officer, and upon the death or during the absence, disability, or inability or refusal to act of the president of the board, the chief executive officer shall perform the duties and exercise the powers of the president of the board. Unless otherwise specifically provided by the Board of Directors, the chief executive officer shall have the right to participate in any meeting of any committee of the Board of Directors, whether or not the chief executive officer is a member of such committee; provided, however, that unless the Board of Directors otherwise directs, the chief executive officer shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of a committee of which the chief executive officer is not a member.

At each annual member meeting, the chief executive officer (together with the treasurer) shall report on the activities and financial condition of this corporation.

The chief executive officer shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws or by the Board of Directors.

Section 7.9. The Vice President. The vice president, or vice presidents if there are more than one, shall work in cooperation with the chief executive officer and shall perform such duties as the Board of Directors may assign. In the event of the death or during the absence, incapacity, or inability or refusal to act of the chief executive officer, the vice president (in order of seniority if there is more than one vice president) shall be vested with all the powers and perform all the duties of the office of chief executive officer until the board otherwise provides.

Section 7.10. The Secretary. The secretary shall attend the member meetings and the Board of Directors and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of this corporation to be kept for that purpose. The secretary shall perform similar duties for any committee when requested by any such committee. In addition, the secretary shall have the following duties:

- (a) Act as custodian of all the books, papers and records of this corporation and authenticate records of this corporation;
- (b) Furnish the board, upon request, a full, true and correct copy of any book, paper or record in the secretary's possession;
- (c) Act as custodian of the seal of this corporation and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal;

(d) Give or cause to be given notice of the member meetings and the Board of Directors, but this shall not lessen the authority of others to give such notice as provided in these bylaws;

(e) Exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation; and

(f) Exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the Board of Directors.

Section 7.11. The Treasurer. The treasurer shall have supervision and custody of all moneys, funds and credits of this corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of this corporation in books belonging to it. The treasurer shall keep or cause to be kept all other books of account and accounting records of this corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of this corporation in such accounts and depositories as may be designated by the Board of Directors. The treasurer shall disburse or permit the disbursement of funds of this corporation in accordance with the authority granted by the Board of Directors. The treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the Board of Directors to the custody of any other person or corporation, or the supervision of which is delegated by the board to any other officer, agent or employee.

The treasurer shall render to the chief executive officer or the Board of Directors, whenever requested by any of them, a report on all financial transactions of this corporation and the financial condition of this corporation.

At each annual member meeting, the treasurer (together with the chief executive officer) shall report on the activities and financial condition of this corporation.

The treasurer shall be bonded at this corporation's expense if the Board of Directors so requires.

The treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation shall be the chief financial and accounting officer of this corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board of Directors.

Section 7.12. Assistant Secretary and Assistant Treasurer. Each assistant secretary or assistant treasurer, if any, in order of their seniority, in the event of the death or during the absence, incapacity, inability or refusal to act of the secretary or treasurer, respectively, shall perform the duties and exercise the powers of said respective officers until the board provides otherwise and shall perform such other duties as the

directors may from time to time prescribe.

ARTICLE VIII

GENERAL PROVISIONS

Section 8.1. Depositories and Checks. The moneys of this corporation shall be deposited in such manner as the directors shall direct in such banks or trust companies as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors.

Section 8.2. Bonds. Any officer or employee handling money of this corporation shall be bonded at this corporation's expense if the Board of Directors so requires.

Section 8.3. Custodian of Securities. The Board of Directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by this corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove any such custodian at any time.

Section 8.4. Annual Audit. The Board of Directors shall direct that an annual audit of the books of account and financial records of this corporation be performed by an independent accounting firm if required by federal internal revenue law or if the Board of Directors otherwise deems such audit necessary or advisable.

Section 8.5. Absence of Personal Liability. The member of this corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of this corporation.

Section 8.6. Liability and Indemnification of Directors and Officers.

(a) Limitation of Liability. No person shall be liable to this corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a director, officer, employee, or agent of this corporation or of any Other Enterprise (as hereinafter defined) in which such person serves as a director, officer, employee, or agent at the request of this corporation, if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of such person's own affairs, or (ii) took or omitted to take such action in reliance upon information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by:

- (i) one or more officers or employees of this corporation

or of such Other Enterprise whom the director, officer, employee or agent reasonably believes to be reliable and competent in the matters presented;

(ii) legal counsel, certified public accountants or other persons as to matters the director, officer, employee, or agent reasonably believes are within the persons' professional or expert competence; or

(iii) a committee of the board of which the director, officer, employee, or agent is not a member, as to matters within its jurisdiction, if the director, officer, employee, or agent reasonably believes the committee merits confidence;

(b) Indemnification. Generally. In addition to and without limiting the rights to indemnification and advancement of expenses specifically provided for in the other paragraphs of this Section 8.6, this corporation shall indemnify and advance expenses to each person who is or was serving in an indemnifiable Capacity (as hereinafter defined) to the full extent permitted by the laws of the State of Missouri as in effect on the date of the effectiveness of this Section 8.6 and as may hereafter be amended.

(C) Right to Indemnification. This corporation shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate (regardless of whether such action, suit or proceeding is by or in the right of this corporation or by third parties) by reason of the fact that such person is or was serving in an Indemnifiable Capacity against all liabilities and expenses, including, without limitation, judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines and other expenses, actually and reasonably incurred by such person in connection with such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding); provided, however, that this corporation shall not be required to indemnify or advance expenses to any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct; provided, further, that this corporation shall not be required to indemnify or advance expenses to any person in connection with an action, suit or proceeding initiated by such person unless the initiation of such action, suit or proceeding was authorized in advance by the Board of Directors of this corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or under a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person's conduct was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Any indemnification under paragraph (b) or advancement of expenses in connection with an action by or in the right of this corporation shall be reported to the member to the extent and in the manner required by the Missouri Nonprofit Corporation Act.

(c) Enforcement of Indemnification. In the event this corporation refuses to indemnify any person who may be entitled to be indemnified or to have expenses advanced hereunder, such person shall have the right to maintain an action in any court of competent jurisdiction against this corporation to determine whether or not such person is entitled to such indemnification or advancement of expenses hereunder. If such court action is successful and the person is determined to be entitled to such indemnification or advancement of expenses, such person shall be reimbursed by this corporation for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement or appeal of such action).

(d) Advancement of Expenses. Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by this corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification by this corporation. In no event shall any advance be made in instances where the board, the member of this corporation or independent legal counsel reasonably determines that such person would not be entitled to indemnification hereunder.

(e) Non-Exclusivity. The indemnification and the advancement of expenses provided by this Section 8.6 shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, under the articles of incorporation or these bylaws or any agreement, vote of the member of this corporation or disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and shall not limit in any way any right which this corporation may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section shall continue as to a person who has ceased to serve in an Indemnifiable Capacity and shall inure to the benefit of the heirs, executors, administrators and estate of such a person.

(f) Insurance. This corporation will purchase and maintain insurance on behalf of any person who is or was a director, officer, agent or employee of this corporation, or is or was serving at the request of this corporation as a director, officer, agent or employee of any Other Enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not this corporation would have the power to indemnify such person against such liability under the provisions of this Section 8.6.

(g) Vesting of Rights. The rights granted or created hereby shall be vested

in each person entitled to indemnification hereunder as a bargained-for, contractual condition of such person's serving or having served in an Indemnifiable Capacity and while this Section 8.6 may be amended or repealed, no such amendment or repeal shall release, terminate or adversely affect the rights of such person under this Section 8.6 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed before or after such amendment or repeal.

(h) Definitions. For purposes of this Section 8.6:

(i) References to "this corporation" shall, if and only if the Board of Directors shall determine, include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers or persons serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, shall stand in the same position under the provisions of this Section 8.6 with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued;

(ii) References to serving in an "Indemnifiable Capacity" shall mean service by a person as a director or officer of this corporation or service by a person at this corporation's request as a director, officer, employee, or agent of any Other Enterprise (as hereinafter defined); References to "Other Enterprises" or "Other Enterprise" shall include without limitation any other corporation, partnership, limited liability company, joint venture, trust or employee benefit plan;

(iii) References to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan;

(iv) References to "defense" shall include investigations of any threatened, pending or completed action, suit or proceeding as well as appeals thereof and shall also include any defensive assertion of a cross-claim or counterclaim; and

(v) References to "serving at the request of this

corporation" shall include any service as a director, officer, employee, or agent of a corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

(vi) Unless the Board of Directors of this corporation shall determine otherwise, any director or officer of this corporation who shall serve as a director, officer, employee, or agent of any Other Enterprise of which this corporation, directly or indirectly, is a member, shareholder or creditor, or in which this corporation is in any way interested, shall be presumed to be serving as such director, officer, employee, or agent at the request of this corporation; and

(vii) In all other instances where any person shall serve as a director, officer, employee, or agent of any Other Enterprise, if it is not otherwise established that such person is or was serving as such director, officer, employee, or agent at the request of this corporation, the Board of Directors of this corporation shall determine whether such person is or was serving at the request of this corporation, and it shall not be necessary to show any actual or prior request for such service, which determination shall be final and binding on this corporation and the person seeking indemnification or advancement of expenses.

(1) Severability.

If any provision of this Section 8.6 or the application of any such provision to any person or circumstance is held invalid, illegal or unenforceable for any reason whatsoever, the remaining provisions of this Section 8.6 and the application of such provision to other persons or circumstances shall not be affected thereby and to the fullest extent possible the court finding such provision invalid, illegal or unenforceable shall modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality and enforceability. Without limiting the generality of the foregoing, if any person who is or was serving in an indemnifiable Capacity is entitled under any provision of this Section 8.6 to indemnification by this corporation for some or a portion of the judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines or other expenses actually and reasonably incurred by any such person in connection with any threatened, pending or completed action, suit or proceeding (including without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding), whether civil, criminal, administrative, investigative or

appellate, but not, however, for all of the total amount thereof, this corporation shall nevertheless indemnify such person for the portion thereof to which such person is entitled.

ARTICLE IX

NOTICE

Section 9.1. Any notice required or desired to be given under these bylaws or otherwise to any director or member shall be given in writing and shall be deemed given and effective at the earliest of the following:

- (a) when received by the director or member being notified via mail, electronic mail, facsimile, or personal delivery to such director or member;
- (b) five days after deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; and
- (d) 30 days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Section 9.2. This Corporation shall conduct its meetings in compliance with all applicable notice statutes, including RSMo section 610.010 et. seq., and no section of these bylaws shall be construed inconsistent with said statutes.

Section 9.3. Written notice is correctly addressed to a member if addressed to the member's address shown in this corporation's current list of the member. Written notice is correctly addressed to a director if addressed to the director's address shown on this corporation's current records.

ARTICLE X

FISCAL YEAR

The Board of Directors shall have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of action by the Board of Directors, however, the fiscal year of this Corporation shall end each year on the date the Corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE XI

AMENDMENTS

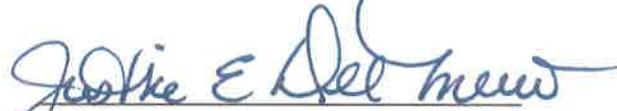
Except as otherwise specifically provided in these bylaws, the bylaws of this corporation may be amended or new bylaws adopted upon the approval of a vote of the member. For any bylaw amendment that does not relate to the number of directors, the composition of the board, the term of office of the directors or the method or way in which directors are elected or selected, such bylaw amendment shall also be approved by the Board of Directors. This corporation shall keep at its principal office a copy of the bylaws, as amended, which shall be open to inspection by any member or board member at all reasonable times during office hours.

CERTIFICATE

The foregoing bylaws were duly adopted as and for the bylaws of Guadalupe Educational System by the Board of Directors of this corporation at a meeting held on this 25th day of August, 2016.



Cristobal Medina, President



Secretary of the Meeting