

**CASA DI MIR MONTESSORI SCHOOL
 FIRST AMENDED AND RESTATED BYLAWS
 A California Nonprofit Public Benefit Corporation**

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Article I – Principal Office

- (a) The principal office of the Corporation for transaction of business is located in the Town of Campbell and county of Santa Clara, California. The mailing address of the Corporation is 90 E. Latimer Ave, California 95008.
- (b) The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

Article II – Purpose

- (a) This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law (the “Corporation Law”) for public and charitable purposes.
- (b) The specific purpose of this Corporation is to operate a private school, and to engage in any other lawful activities permitted under the Corporation Law.
- (c) The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this Corporation being formed for such public and charitable purposes only.

Article III – Membership

The Corporation shall have no members. Any action that would otherwise require approval by a majority of all members or approval by the members shall only require approval by the Board of Directors. All rights that would otherwise vest in the members shall vest in the Board.

Article IV – Directors

Section 4.1 Number

The authorized number of Directors of the Corporation shall be not less than five and not more than eleven. The initial number of authorized Directors shall be six. Collectively, the Directors shall be known as the Board of Directors ("Board"). The number of authorized Directors may be changed by an amendment to these Bylaws.

Section 4.2 Eligibility

- (a) The Directors of the Corporation shall be residents of the State of California.
- (b) No more than 49 percent of the persons serving on the Board may be interested persons. An "interested person" is:
- (1) Any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as Director; or

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- (2) Any sister, brother, ancestor, descendant, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law or father-in-law of any such person.

Section 4.3 Term of Office

Each Director shall serve a term of one year and until a successor Director has been elected and qualified.

Section 4.4 Elections

The Board may elect any person who in its discretion it believes will serve the interests of the Corporation faithfully and effectively.

(a) The Directors shall be elected at a meeting of the Board. The candidates receiving the largest number of votes up to the number of Directors to be elected shall be elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the requirements of Section 4.2 of these Bylaws.

(b) any person qualified to be a Director under Section 4.2 Eligibility of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

(c) Directors shall serve without compensation. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote of the Board at a regular or special meeting of the members; reimbursement for expenses as may be fixed or determined by the Board.

Section 4.5 Powers

Subject to limitations of the Articles of Incorporation and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents and employees of the Corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices, and in their discretion require from them security for faithful service.

(b) To make disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation as are more fully set out in the Articles of Incorporation and generally to conduct, manage, and control the activities and affairs of the Corporation and to make rules and regulations not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as they may deem best.

(d) To acquire real or personal property, 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 such property.

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(e) To borrow money and incur indebtedness for the purposes of the Corporation and to execute and deliver, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

(f) To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

(g) The Board shall have the authority to appoint, remove and set the terms of employment for the administrator and any other employees of the school operated by the Corporation. The administrator shall be accountable to the Board and responsible for the operation of the school in accordance with the policies set by the Board. The administrator shall be entitled to attend all Board meetings as an ex-officio member.

Section 4.6 Vacancies

(a) Subject to the provisions of California Corporations Code Section 5226, any Director may resign effective on giving written notice to the Executive Director, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

(b) A Director may not resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Vacancies in the Board shall be filled in the same manner as the Director or Directors whose office is vacant was selected, provided that vacancies to be filled by election by Directors may be filled by a consensus of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

(d) A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased.

(e) The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under the Corporation Law. [Corp C §§ 5230 et seq.].

(f) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

(g) Any Director may be removed without cause if such removal is approved by the Board within the meaning of Section 5032 of the California Corporations Code.

Section 4.7 Removal

A Director may be removed from office if any of the following has been found to occur:

(a) The Director misses three or more consecutive board meetings or one third of the meetings during any of such Director's one-year term of office.

(b) The Director becomes physically incapacitated or his or her inability to serve is established in the minds of the Board.

(c) A conflict of interest is found to exist between the Director and the Corporation.

(d) The Director is found to have engaged in activities that are directly contrary to the interests of the Corporation.

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(e) The Director is found to be engaged in the misrepresentation of the Corporation and its policies to outside third parties, either willfully, or on a repeated basis.

(f) In order to terminate a Director's tenure for cause, a proposal to terminate said tenure must be made by another Director at an annual or regular Board meeting or a special meeting called for this purpose. The Director whose tenure may be terminated must be given reasonable notice and an opportunity to be heard at the meeting considering her or his termination. Provided a quorum is present, a majority in favor of the Director's removal shall cause said Director's tenure to be terminated. The Director whose tenure may be terminated does not participate in the vote on the issue of her or his termination.

Article V – Meetings of the Board

Section 5.1 Place of Meetings

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of the Corporation may be held at any place within or without the State of California that has been designated for that purpose by resolution of the Board or by the written consent of all the members of the Board.

Section 5.2 Regular Meetings

Regular meetings of the Board shall be held without call or notice at such time and place as the Board shall from time to time establish.

Section 5.3 Special Meetings

(a) Special meetings of the Board may be called at any time by order of the President, of any Vice President, of the Secretary, or of two or more of the Directors.

(b) Special meetings of the Board shall be held on 4 days notice by first class mail or a 48-hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

(c) Any notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the Corporation or as may have been given to the Corporation by the Director for the purpose of notice or, if the address is not shown on the records or is not readily ascertainable, then at the place at which the meetings of the Directors are regularly held.

Section 5.4 Quorum

Except as otherwise provided in these Bylaws, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents this majority, whereupon a majority of the Directors in office shall constitute a quorum, provided such majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one.

(a) Except as the Articles of Incorporation, these Bylaws and the Corporation Law may provide, the act or decision done or made by a majority vote of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board.

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Section 5.5 Remote Participation in Meetings

Members of the Board may participate in a meeting remotely through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the Corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting, and that all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

Section 5.6 Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 5.7 Adjournment

- (a) A majority vote of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place.
- (b) Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in (c).
- (c) If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 5.8 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a majority vote of the Board and shall be filed with the minutes of proceedings of the Board.

Section 5.9 Rights of Inspection

Every Director shall have 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 of which the person is a Director, for a purpose reasonably related to that person's interest as a Director.

Section 5.10 Official Board Committees

- (a) Committees of the Board may be appointed by resolution passed by the Board. Committees shall be composed of one or more members of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board, except with respect to:

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- (1) The approval of any action for which the Corporation Law also requires members' approval (must be approved by the Board as a whole);
- (2) The filling of vacancies on the Board or on any committee;
- (3) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (4) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (5) The appointment of other committees of the Board or the members thereof;
- (6) The approval of any self-dealing transaction, as these transactions are defined in Corporations Code Section 5233.

(b) The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

(c) Unless the Board or committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 5.11 Duty to Maintain Board Confidences

Every trustee has a duty to maintain the confidentiality of all Board actions, including discussions and votes. Any trustee violating this confidence may be removed from the Board. Moreover, the Board may vote on immediate dismissal of the trustee's child from the school.

Article VI Officers

Section 6.1 Offices

- (a) The officers of the Corporation shall be a President, a Vice President, a Secretary, a Chief Financial Officer and such other officers with such titles and duties as shall be determined by the Board.
- (b) Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer shall serve concurrently as the President.
- (c) The officers of the Corporation shall be chosen by and shall serve at the pleasure of the Board.
- (d) Any officer may resign at any time on written notice to the Corporation. Officers may be removed with or without cause at any meeting of the Board by the affirmative vote of a majority of all the Directors.

Section 6.2 Officer's Duties

- (a) The President shall be the general manager and chief executive officer of the Corporation and shall, subject to the control of the Board, have supervision, direction and control of the business and affairs of the Corporation. Such officer shall perform all duties incident to the office of President and such other duties as may be required by law, the Articles of Incorporation, these Bylaws or which the Board may prescribe from time to time. The President shall preside at all meetings of the Board. The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general

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powers and duties of management usually vested in the office of a President of a corporation, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

(b) In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be required by law, the Articles of Incorporation, these Bylaws or which may be prescribed from time to time by the Board.

(c) The secretary shall keep or cause to be kept at the principal place of business of the Corporation, or 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, and if special, how authorized, the notice of the meeting given, the names of those present at the Board and committees' meetings, and the proceedings of the meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original and a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, and shall keep the seal of the Corporation in safe custody. The Secretary shall perform such other duties as may be required by law, the Articles of Incorporation, these Bylaws or which may be prescribed from time to time by the Board.

(d) 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 and records of account shall at all reasonable times be open to inspection by any Director. The Chief Financial Officer shall perform such other duties as may be required by law, the Articles of Incorporation, these Bylaws or which may be prescribed from time to time by the Board.

Article VII – Other Provisions

Section 7.1 Endorsement of Documents; Contracts

(a) 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 this Corporation and any other person, when signed by any one of the Executive Director, the President or any Vice President, and any Secretary, Assistant Secretary, or the Chief Financial Officer of this Corporation shall be valid and binding on this Corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

(b) The Board Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board, and except as provided in this Section, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 7.2 Construction and Interpretation

Unless the context requires otherwise, the general provision rules of construction and definition of the Corporation Law shall govern these Bylaws. Without limiting the generality of this

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provision, the singular number includes plural, the plural number includes the singular. These Bylaws, and any amendments, shall not be construed in a manner inconsistent with the Articles of Incorporation or the applicable provisions of the Corporation Law. Any provision of the Bylaws that is inconsistent with the Articles of Incorporation or the Corporation Law shall be invalid only to the extent reasonably necessary for the provision to comply with the Articles of Incorporation or the Corporation Law as the case may be.

Section 7.3 Amendments

Except as otherwise stated herein, these Bylaws may be amended or repealed in whole or in part, and new Bylaws adopted by a majority vote of the Directors then in office.

Section 7.4 Record of Amendments

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

Section 7.5 Action by Majority Vote

When a quorum is present at any meeting, a majority vote shall decide any question.

Article VIII – Indemnification of Agents of the Corporation

Section 8.1 Definitions

For purposes of this section, "agent" means any person who is or was a Director, Officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under this Article VIII.

Section 8.2 Indemnification in Actions by Third Parties

This Corporation shall have the power to 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 judgment in its favor, an action brought under California Corporations Code Section 5233, or an action brought by the Attorney General of the State of California (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) because that person is or was an agent of this Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a

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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 8.3 Indemnification in Actions by or in the Right of the Corporation

This Corporation shall have the power to 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 California Corporations Code Section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor because that person is or was an agent of this Corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this Corporation and with the 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 Article:

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

Section 8.4 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 Section 8.2 or Section 8.3 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 8.5 Required Indemnification

Except as provided in Section 8.4, indemnification under this Article shall be made by this Corporation only if authorized in the specific case, on 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 Section 8.2 or Section 8.3, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to the proceeding;
- (b) Approval of the members (California Corporations Code Section 5034), with the persons to be indemnified not being entitled to vote thereon; or
- (c) The court in which the proceeding is or was pending, on application made by this Corporation or the agent, attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

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Section 8.6 Advance of Expenses

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

Section 8.7 Other Indemnification

No provision made by the Corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of Directors, an agreement or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

Section 8.8 Forms of Indemnification Not Permitted

No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.4 or Section 8.5(c) in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the Directors 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 8.9 Nonapplicability to Fiduciaries of Employee Benefit Plans

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in the person's capacity as such, even though the person may also be an agent of the Corporation as defined in Section 8.1. The Corporation shall have power to indemnify the trustee, investment manager or other fiduciary to the extent permitted by California Corporations Code Section 207(f).

Article IX – Insurance

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

Article X – Receipt, Investment, and Disbursement of Funds

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All checks, drafts, demands for money and notes of the Corporation, and all written contracts of the Corporation shall be signed by the officer or officers, agent or agents, as the Board may from time to time by resolution designate.

Section 10.1 Receipt of Funds

The Corporation shall receive all monies, other properties, or both monies and properties, transferred to it for the purposes for which the Corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the Corporation as shown by these Bylaws.

Section 10.2 Disbursement of Funds

(a) The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

(b) No disbursement of Corporation money or property shall be made until the President, Chief Financial Officer or the Directors of the Corporation first approve it. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the Corporation was formed and to direct the officers of the Corporation from time to time to make disbursements to implement the appropriations.

Article XI – Corporate Records and Reports

Section 11.1 Records

The Corporation shall keep adequate and correct records of account and minutes of proceedings of the Board and committees of the Board. All these books, records, and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board from time to time.

Section 11.2 Certification and Inspection of Bylaws

(a) The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Directors of the Corporation at all reasonable times during office hours.

(b) The Fiscal year of the Corporation shall commence on the first day of the month of September in any year and shall end on the last day of the twelfth month thereafter.

(c) The Board shall cause an annual report to be prepared not later than one hundred twenty days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the California Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certification of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all officers.

(d) The Corporation shall prepare annually a statement of any transaction or indemnification described in Section 6322(d) and (e) of the California Corporations Code, if such transactions or

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A California Nonprofit Public Benefit Corporation**

indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in **Section 11.2(c) of these Bylaws**.

(e) The administrator shall prepare an annual budget for submission to and approval by the Board. Any expenses which shall have been approved by the Board as part of the budget may be paid without any further approval. Any expense in excess of \$5,000.00 not included in the budget shall be approved by the Board. In the event such an expense is incurred and is not subsequently approved by the Board, the person incurring such expense shall be personally liable therefore.

Article XII – Dissolution

On dissolution of this Corporation, the Board shall cause the assets herein to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article II of these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of the Board of Casa di Mir Montessori Elementary School, hereby certify that the above Bylaws consisting of fourteen (14) pages were adopted as the Bylaws of this Corporation by the Board of said Corporation in a regularly called meeting, effective February 17, 2009. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this Corporation.

IN WITNESS WHEREOF, I have set my hand this 17th day of February 2009.

Print Name of Secretary

Signature of Secretary