

**BYLAWS  
Of  
Family Learning Academy, Inc.**

**ARTICLE I  
Principal Office**

**Section 1.** The principal place of business of the corporation within the state of Delaware shall be located at 12071 Willow Grove Road, Wyoming, DE 19934. The corporation may also have offices at such other places as the board of directors from time to time determines, as the business of the corporation requires.

**Section 2.** The registered office of the corporation in Kent County, state of Delaware, shall be located at 12071 Willow Grove Road, Wyoming, DE 19934, and the name of the registered agent in charge thereof is David Brown.

**ARTICLE II  
Purpose**

**Section 1.** The corporation is organized as a non-profit entity for the following purposes:

To assist and facilitate family/members/parents in designing educational programs and attempt to provide information on available resources and in any other matter, thus aiding the continuation of their child's education. Family Learning Academy, Inc. and/or its officers shall not be held liable for any misrepresentation by family members, failure of the child to progress educationally, or for any other matter specifically stated in these bylaws.

To establish, maintain, and operate educational institutions. To own, maintain, and operate land and facilities and equipment for use in connection with such institutions for the teaching and training of students in either the theoretical or practical aspects of any field of education.

To engage in other business or enterprise, whether similar to the foregoing or otherwise, which the board of directors deems advisable. The corporation shall have the right to do and accomplish all things and engage in other lawful transactions which a corporation organized under the non-profit corporation laws of Delaware might do, accomplish, or engage in, whether similar to the foregoing or otherwise.

The foregoing enumeration of specific purposes and objectives shall not be to limit or restrict in any manner the objectives, purposes, or powers of the corporation but shall be in furtherance of and in addition to and not in limitation of the general powers conferred by the non-profit corporation laws of Delaware, all of which powers this corporation shall have.

The affairs of this corporation shall be conducted in accordance with the non-profit corporation laws of Delaware and the bylaws adopted and amended from time to time by its board of directors.

### **ARTICLE III Members**

**Section 1. Membership (Member Household).** Such persons, without limit as to number, who shall fulfill the then current teacher contract, will become members of said corporation. Although the board of directors reserves

the right not to accept an applicant, membership shall not be restricted by race, religion, or sex.

**Section 2. Termination of Membership.** Membership in the corporation shall terminate upon death, except as otherwise provided by law, the certificate of incorporation, or these bylaws. Any member may be expelled by majority vote of the board of directors, if guilty of conduct which in the opinion of the majority of the board of directors is improper or prejudicial to the corporation. Any member may voluntarily withdraw from membership in the corporation. All rights, powers, privileges, obligations, or duties of a member, as such member of the corporation, shall cease on the termination of his membership, unless otherwise provided by law or the bylaws of the corporation.

**Section 3. Minimum Membership.** There shall be at all times not less than seven members of the corporation, and if, for any reason, the total membership shall at any time fall below this number, the remaining board of directors, as soon thereafter as is practicable, shall choose a new member or members sufficient to bring the total membership up to at least seven members.

**Section 4. Meetings.** Meetings of members may be held within or without the state of Delaware at such place as may be determined from time to time by the members.

**Section 5. Annual Meeting of Members.** The annual meeting of members for the transaction of business shall be held at such hour and on such day in August as may be determined by the board of directors. Written notice of the time and place of such meeting shall be given by the Executive Director to

each member personally by mail or by email or similar means of communication not less than 7 days before the date of the meeting.

**Section 6. Special Meetings of Members.** Special meetings of members may be called at any time by the president or by a majority of the board of directors and shall be called upon the request of a majority of the members, made in writing to the president or executive director. Written notice of every special meeting, stating the time, place, and object thereof, shall be given by the president or executive director to each member personally by mail or by email or by similar means of communication not less than 7 days before the date of the meeting.

**Section 7. Quorum.** A majority of the members of the corporation shall constitute a quorum.

**Section 8. Voting.** Members shall be entitled to vote at meetings either in person or by proxy appointed by instrument in writing subscribed by the member or his duly authorized attorney. Each member household shall be entitled to one vote. An absentee ballot may be obtained from the board of directors.

**Section 9. Adjournments.** If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. Any meeting at which a quorum is present may also be

adjourned, in like manner, for such time or upon such call as may be determined by vote.

**Section 10. Annual Report of Executive Director.** At the annual meeting of members there shall be presented a report by the executive director showing the whole amount of real and personal property owned by the corporation, where located, and where and how invested; the amount and nature of the property acquired during the year immediately preceding the date of the report, and the manner of the acquisition; the amount applied, appropriated, or expended during the year immediately preceding such date; and the purposes, objects, or persons to or for which such applications, appropriations, and expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the corporation during such year. The report shall be filed with the records of the corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

#### **ARTICLE IV Directors**

**Section 1. Activities and Affairs.** The activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors. The board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

**Section 2. Bylaws.** The board of directors is expressly authorized to make, alter, and amend any bylaws and to alter and repeal any bylaws of the corporation.

**Section 3. Number.** The authorized number of directors shall be a minimum of 7 and a maximum of 12 until changed by amendment of the bylaws.

**Section 4. Qualifications.** Directors shall be members of the Corporation at the time of their selection and shall affirm the "Statement of Faith" below. Directors shall be required to make it known to the board if their affirmation of this statement of faith changes.

***Statement of Faith***

A. The Bible

We believe the Scriptures, both Old and New Testaments, to be the inspired Word of God, without error in the original writings, the complete revelation of His will for the salvation of men, and the supreme and final authority in all matters of faith and life.

B. God

We believe in one living, sovereign and true God, who is infinitely perfect and eternally existing in three persons: Father, Son, and Holy Spirit, co-equal in power and glory, having the same attributes and perfections.

C. Creation

We believe that in the beginning God created the World and all the things therein out of nothing and by His sovereign power and providence He continues to sustain and order His creation to fulfill His divine purposes and manifest His glory.

D. Man

We believe that man was created in the image of God to have fellowship with Him and to glorify Him and therefore has great dignity and value, but man fell into sin and thereby became spiritually dead, separated from God, under God's condemnation and totally unable to please God or merit salvation.

E. God's Plan of Salvation

We believe that God has graciously provided a plan of salvation for fallen man. In this plan, Jesus Christ has become our representative, taking our sins upon himself, having offered himself as a sacrifice to satisfy divine justice and to reconcile us to God. All who receive by faith the Lord Jesus Christ are justified on the basis of His shed blood, become children of God and are indwelt by the Holy Spirit until the Day of Redemption.

F. Christ

We believe that Jesus Christ is true God and true man, having been conceived by the Holy Spirit and born of the Virgin Mary. He died on the cross a sacrifice for our sins according to the Scriptures. Further, He arose bodily from the dead, ascended into heaven, where, at the right hand of the Majesty on High, He is now our High Priest and Advocate.

G. The Church

We believe in the one universal church of which Christ is the head. The visible church is the ordinary means of the spread of the gospel and the building up of God's people in Christ. Water baptism and the Lord's Supper are sacraments to be observed by the Church during this present age.

H. Last Things

We believe in the personal, visible coming of our Lord Jesus Christ, the bodily resurrection of the just and the unjust, the everlasting punishment of the lost in hell, and the everlasting blessedness of the saved in heaven.

**Section 5. Election and Term of Office.** Directors shall be elected by a simple majority vote of the current board of directors at a special or regularly called meeting of the board of directors. Each director may serve unlimited consecutive terms.

**Section 6. Resignation.** Any director may resign effective upon giving written notice to the president, the secretary, or the board, unless the notice specifies a later time for the effectiveness of such a resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

**Section 7. Vacancies.** Vacancies occurring in the membership of the board of directors, from whatever cause arising, may be filled by a majority vote of the remaining directors although less than a quorum. A vacancy or vacancies in the board shall be deemed to exist in the case of death, resignation, or removal of any director or if the authorized number of directors is increased. 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 found by a final order of judgment of any court to have breached any duty arising under the General Corporation Law of Delaware.

**Section 8. Removal.** Any individual director may be removed from office, with or without cause, by the action of the board of directors.

**Section 9. Quorum.** A majority of the authorized number of directors constitutes a quorum of the board for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board.

**Section 10. Meetings.** Each newly elected board of directors may hold its first meeting for the purpose of organization and transaction of business, if a quorum be present at such time and place as may be fixed by consent or in writing of all the directors. Regular meetings may be held at such times and places as shall be determined from time to time by resolution of the board.

Written notice of such regular meeting, stating the time and place thereof, shall be given by the executive director to each director personally by mail or by email or by similar means of communication not less than 7 days before the time of the meeting.

**Section 11. Place of Holding Meetings and Keeping Books.** The directors may hold their meetings and keep the books of the corporation at any office or offices of the corporation or at any other place, as they may from time to time determine.

**Section 12. Special Meetings.** The president may, and at the request of a majority of the board of directors shall call, a special meeting of the board of directors. Written notice of the time, place, and objects thereof shall be given by the president to each director personally by mail or by email or by or similar means of communication, not less than 7 days before the date of the meeting.

**Section 13. Telephone Conference.** Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

**Section 14. 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 shall individually or collectively consent in writing to that action. Such consent or consents shall have the same effect as an unanimous vote of the board and shall be filed with the minutes of the proceedings of the board.

**Section 15. Committees.** The board of directors shall have the power to appoint one or more committees, each consisting of one or more directors and/or other members, and delegate to such committee any of the board's authority as it may deem appropriate.

Any such committee created and the members thereof appointed must be done by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present. Any such committee may be designed an executive committee or by such other name as the board shall specify. The board may appoint in the same manner alternate members of any

committee who may replace any absent member at any meeting of the committee. The board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

**Section 16. Books and Records.** 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 such person is a director. The board of directors shall also be empowered to consult and contract with any accounting or bookkeeping firm to keep records for the organization.

**Section 17. Adjournment.** Any meeting of the board of directors, whether regular or special and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the directors present. Notice of the time and place of an adjourned meeting need not be given to absent directors if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

**Section 18. Organization.** The president of the corporation or in his absence a director chosen by a majority of the directors present shall act as chairman at every meeting of the board of directors. The secretary of the corporation or in his absence any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

**Section 19. Compensation.** Upon resolution of the board of directors, the directors may receive compensation for their services as directors and reimbursement of expenses of attendance at any meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity or receiving compensation therefore.

**Section 20. Other Powers.** This corporation may in its bylaws confer powers upon its board of directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by the statute, provided that the board of directors shall not exercise any power or authority conferred herein or by statute upon the members.

## **ARTICLE V Officers**

**Section 1. Officers.** The corporation shall have a president, (a vice-president), a secretary, a treasurer, and such other officers as the directors may appoint. Any two or more of said offices may be held by the same person, except that the offices of president and secretary and the offices of president and vice-president, if any, may not be held by the same person.

**Section 2. Election.** The officers of the corporation, except such officers as may be elected or appointed in accordance with Article V, Section 3, shall be chosen annually by and shall serve at the pleasure of the board and shall hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successor shall be elected.

**Section 3. Other Officers.** The board may elect and may empower the president to appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in these bylaws or as the board may from time to time determine.

**Section 4. Removal.** Any officer may be removed, either with or without cause, by the board at any time, except in the case of an officer appointed by the board, by an officer upon whom such power of removal may be conferred by the board. Any such removal shall be without prejudice to the rights, if any, of the officer.

**Section 5. Resignation.** Any officer may resign at any time by giving written notice to the board of directors or to the secretary of the corporation but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the secretary or the board of directors as the case may be, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the board of directors.

**Section 7. President.** The president is the chief executive officer of the corporation and shall have such responsibilities and powers as may be

delegated to him by the board of directors and shall at all times be subject to the policies, control, and direction of the board of directors. The president may sign and execute in the name of the corporation any instrument authorized by the board of directors, except when the signing and execution thereof shall have been expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation. The president shall have such other powers and duties as may be prescribed by these bylaws. The president shall, whenever it may in his opinion be necessary, prescribe the duties of other officers and employees of the corporation in a manner not inconsistent with the provision of these bylaws and the directions of the board of directors. The president shall preside at all meetings of the board.

**Section 8. Vice-President.** In the absence or disability of the president, the vice-president, if any, 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. If at any such time the corporation has more than one vice-president, the duties and powers of the president shall pass to the vice-presidents in order of their rank as fixed by the board of directors or if they are not so ranked to the vice-president designated by the board of directors. The vice-presidents shall have such other powers and perform such other duties as may be prescribed for them from time to time by the board of directors or by these bylaws.

**Section 9. Secretary.** The secretary shall

(A) Certify and keep at the principal office of the corporation the

original or a copy of its bylaws, as amended or otherwise altered to date.

(B) Keep at the principal office of the corporation or such other place as the board of directors may direct, a book of minutes of all meetings of the board of directors and committees thereof, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at the meetings.

(C) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

(D) See that the books, reports, statements, and all other documents and records required by law are properly kept and filed.

(E) Exhibit at all reasonable times to any director, upon application, the bylaws and minutes of proceedings of the board of directors and committees thereof of the corporation.

(F) In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the board of directors. Moreover, in the event that there is no vice-president, the secretary shall perform all duties of the vice-president as set forth in section 8 of this article.

**Section 10. Treasurer.** The treasurer, who is the chief financial officer of the corporation, shall:

(A) Have charge and custody of and be responsible for all funds

and securities of the corporation and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

(B) Keep and maintain adequate and correct amounts of the corporation's properties and business transactions, including amount of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The board of directors shall have the power to appoint a member or contract with an independent agent to maintain books and financial records for the corporation.

(C) Exhibit at all reasonable times the books of account and records to any director during business hours at the office of the corporation where such books and records are kept.

(D) Render a statement of the condition of the finances of the corporation at all meetings of the board of directors and a full financial report at the annual meeting of the board of directors.

(E) Receive and give receipt for moneys due and payable to the corporation from any source whatsoever.

(F) In general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the board of directors.

**Section 11. Compensation.** The officers may receive compensation for their service as officers. Such compensation of the officers, if determined to be paid by the board of directors, shall be fixed from time to time by the board of

directors, and no officer shall be prevented from receiving such compensation by reason of the fact that he is also a director of the corporation.

## **ARTICLE VI Dissolution**

**Section 1.** Upon the dissolution of this corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all its remaining assets to the Delaware Learning Resource System. In the case that the D.L.R.S. has been disbanded, the assets shall be given to such organization or organizations formed and operating exclusively for the charitable, educational, religious, or scientific purposes and which at the time are qualified as exempt under Section 301 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

## **ARTICLE VII Instruments; Bank Accounts; Checks and Drafts; Loans; Securities**

**Section 1. Execution of Instruments.** Except as in these bylaws otherwise provided, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. Except as so authorized or as in these bylaws otherwise expressly provided, no officer, agent, or employee shall have

any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

**Section 2. Bank Accounts.** The board of directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies, or other depositories as may be selected by the board or by any officer or officers, agent or agents of the corporation to those to whom such power may be delegated from time to time by the board of directors. The board of directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws, as the board may deem expedient.

**Section 3. Checks and Drafts.** All checks, drafts, or other order for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner as shall be determined from time to time by resolution of the board of directors. Endorsements for deposit to the credit of the corporation in any of its duly authorized depositories may be without countersignature by the president or vice-president or the treasurer or any assistant treasurer or by any other officer or agent of the corporation to whom the board of directors by resolution shall have delegated such power or by hand-stamped impression in the name of the corporation.

**Section 4. Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the board of directors.

Such authority may be general or confined to specific instances. No loans may be made to any officer or director of the corporation, directly or indirectly.

**Section 5. Sale of Securities.** The board of directors may authorize and empower any officer or officers to sell, assign, pledge, or hypothecate any and all shares of stock, bonds, or securities, or interest in stocks, bonds, or securities, owned or held by this corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock and to make and execute to the purchaser or purchasers, pledge or pledges, on behalf and in the name of this corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this corporation and any deposit certificates for stock and any certificates representing any rights to subscribed for shares of stock.

**Section 6. Endorsement.** Subject to the provisions of these bylaws and applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, with approval by the board when signed by the president, the vice-president, the secretary, or the treasurer of the corporation shall be valid and binding on the corporation. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the board and unless so authorized by the board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or

engagement or to pledge its credit or to render it liable for any purpose or amount.

**ARTICLE VIII**  
**Indemnification of Directors and Officers**

**Section 1. Indemnification** The corporation shall indemnify any person who was 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, or investigative, by reason of the fact that he is or was serving at the request of the corporation, as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise as follows:

(A) If the action, suit, or proceeding is not by or in the right of the corporation:

1. against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith to the extent that he has been successful on the merits or otherwise in defense of such action, suit, or proceeding, or of any claim, issue, or matter therein; and

2. against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection therewith if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful;

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful;

(B) if the action, suit, or proceeding is by or in the right of the corporation:

1. against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith to the extent that he has been successful on the merits or otherwise in defense of such action, suit, or proceeding or of any claim, issue, or matter therein; and

2. against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement thereof if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation for negligence or misconduct in the performance of his duty to the corporation, unless and only to the extent that the Court of Chancery of the state of Delaware or the court in which such action, suit, or proceeding was brought shall determine upon application that despite the adjudication of liability but in view of all the

circumstances of the case, such person is fairly and reasonably entitled to indemnity.

**Section 2. Indemnification Procedure to be Followed.** Any indemnification under Section 1 (a) (2) or (b) (2) (unless ordered by a court or made pursuant to a determination by a court as hereinafter provided) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in said Section 1 (a) (2) or (b) (2) above. Such determination shall be made a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable or even if obtainable, a quorum of disinterested directors so directs by independent legal counsel in a written opinion (c) by the members. In the absence of a determination that indemnification is proper as aforesaid, the director or officer may apply to the Court of Chancery of the state of Delaware or the court in which the action, suit, or proceeding was brought, which shall determine whether the director or officer has met the applicable standard of conduct set forth in such Section 1 (a) (2) or (b) (2). If the court shall determine that he has, indemnification shall be made under such Section 1 (a) (2).

**Section 3. Payment of Indemnification Expenses in Advance.** Expenses incurred in defending an action, suit, or proceeding referred to in Section 1 may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors, by the

members, or by a court in the manner provided for in Section 2, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in Section 1.

**Section 4. Other Indemnification Rights.** The indemnification provided by these bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any statute, agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 5. Indemnification Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his actions as such, whether or not the corporation would have the power to indemnify him against such liability under the provision of these bylaws.

## **ARTICLE VII Miscellaneous**

**Section 1. Directors' Annual Statement.** The board of directors shall present at each annual meeting a full and clear financial statement of the organization, detailing income and expenses; other formal financial reports in accordance with generally accepted accounting principles (GAAP); other audit reports in accordance with generally accepted auditing standards (GAAS); a detailed operating budget developed and approved by the board; written long-term and short-term fund raising plans; and goals and objectives and program priorities.

**Section 2. Fiscal Year.** The fiscal year of the corporation shall be the calendar year, unless some other fiscal year is fixed by resolution of the board of directors.

**Section 3. Corporate Seal.** The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, Delaware." Said seal may be used in causing it or a facsimile to be impressed or affixed or reproduced or otherwise.

**Section 4. Amendments.** These bylaws may be amended at any members' meeting by vote of a majority of the members, represented either in person or by proxy, or at any regular or special meeting of the board of directors, by a majority vote of the entire board, provided, however, the power herein conferred upon the directors shall not divest the members of the power to adopt, amend, or repeal bylaws.

**Section 5. Notices.** Whenever notice required by these bylaws to be given is mailed, such notice shall be deemed to be given three (3) days after the

same shall be deposited in a post office box in a sealed post-paid envelope, addressed to the person entitled thereto at his last known address. Whenever notice required by these bylaws is given by mail or by email or by similar means of communication, such notice shall be deemed to be given 3 days after the same shall be sent to the person entitled thereto at his last known address.

**Section 6. Waiver of Notice.** Whenever any notice is required to be given under the provisions of the statutes or of these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

**Section 7. Terminology.** All personal pronouns used in these bylaws, whether used in the masculine, feminine, or neuter gender, shall include all other genders; and the singular shall include the plural and vice versa. Titles of articles, sections, and subsections are for convenience only and neither limit nor amplify the provisions of these bylaws. The use herein of the word “including,” when following any general statement, term, or matter, shall not be construed to limit such statement, term, or matter to the specific items or matters set forth immediately following such word or to similar items or matters, whether or not non-limiting language (such as “without limitation” or “but not limited to” or words of similar import) is used with reference thereto but rather shall be deemed to refer to all other items or matters that could reasonably fall within the broadest possible scope of such general statement, term, or matter.

Signed this day \_\_\_\_\_

\_\_\_\_\_

President

\_\_\_\_\_

Secretary

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**FAMILY LEARNING ACADEMY, INC.**

Family Learning Academy, Inc., a corporation organized and existing under laws of the state of Delaware, restates and integrates and further amends its Certificate of Incorporation to read in full as herein set forth

**FIRST.       Name**

The name of the corporation shall be **Family Learning Academy, Inc.**

**SECOND.     Registered Office and Agent**

The registered office of the corporation in the state of Delaware is located at 12071 Willow Grove Road in the city of Wyoming, Kent County. The name of its resident agent at such address is David Brown.

**THIRD.      Nature of Business**

The nature of the business of the corporation and the objects and purposes to be transacted, promoted, or carried on by it are as follows:

A. To be conducted and operated not for profit but exclusively for religious, charitable, scientific, literary, and educational purposes and to do and perform all other acts reasonably necessary to accomplish such purposes, including but not limited to the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or to the corresponding provision of any future United States Internal Revenue law), so that no part of its net earnings shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons;

B. To assist and facilitate family members/parents in designing educational programs by, among other things, providing resources; thus, aiding the continuation of their child's education;

C. To establish, maintain, and operate educational institutions and to own, maintain, and operate land, facilities, and equipment for use in connection with such institutions for the teaching and training of students in either the theoretical or practical aspects of any field of education;

D. The foregoing enumeration of specific purposes and objectives shall not be to limit or restrict in any manner the objectives, purposes, or powers of the corporation but shall be in furtherance of and in addition to and not in limitation of the general powers conferred by the non-profit corporation laws of Delaware, all of which powers this corporation shall have.

E. The affairs of this corporation shall be conducted in accordance with the non-profit corporation laws of Delaware and the bylaws adopted and amended from time to time by its board of directors.

F. To seek funding from public and private sources to accomplish the foregoing purposes;

G. To invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes;

H. To engage in any lawful act or activity for which nonprofit corporations may be organized under the General Corporation Law of Delaware, as may be necessary or desirable to carry into effect the aforementioned purposes.

The purposes for which the corporation is organized, as set forth above, and for which it shall exist are to be exclusively within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law)

#### **FOURTH. Capital Stock**

The corporation shall have no capital stock.

#### **FIFTH. Directors**

The number of directors constituting the current board of directors of Family Learning Academy, Inc. is 10. The names and addresses of said directors are as follows. David and Susan Brown (12071 Willow Grove Road, Wyoming, DE 19934), Jeff and Celeste Rakes (25 Liberty Drive, Dover, DE 19904), Jeff and Betsy Lawrence (PO Box 322, Woodside, DE 19980), Bill and Lisa Boyles (8345 Westville Road, Wyoming, DE 19934) and Andy and Monica Slater (3876 Willow Grove Road, Wyoming, DE 19934).

#### **SIXTH. Duration**

The corporation is to have perpetual existence.

## **SEVENTH. Powers**

The corporation shall have all powers conferred upon non-stock nonprofit corporations organized under the General Corporation Law of Delaware and any successor provision thereto now enacted or hereafter amended; shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or any successor thereto, as amended from time to time but shall not engage in any of the following activities.

A. The corporation shall not engage in any act of self-dealing, as defined in Section 4941 of the Internal Revenue Code of 1986 or any successor thereto, as amended from time to time.

B. The corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986 or any successor thereto, as amended from time to time.

C. The corporation shall not make any investments in such manner as subject it to the tax under Section 4944 of the Internal Revenue Code of 1986 or any successor thereto, as amended from time to time.

D. The corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986 or any successor thereto, as amended from time to time.

E. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distributing of statements).

F. No substantial part of the activities of said corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501 (h) of the Internal Revenue Code of 1986 or any successor thereto, as amended from time to time).

G. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of any private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

## **EIGHTH. Liquidation**

In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary, involuntary, or by operation of the law, except as may be provided by law and after paying or making provision for the payment of all of the liabilities of the corporation, the directors of the corporation shall have the power to dispose of the total assets of the corporation exclusively for the purposes of the corporation in such manner as they, in the exercise of an absolute and uncontrolled discretion, may by a majority vote determine; provided, however, that the assets may be distributed to an organization or organizations having one or more of the exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or any successor thereto, as amended from time to time or to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Chancery of the state of Delaware exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **NINTH. Limitation of Director's Liability**

No director shall have personal liability to the corporation or its members for monetary damages for breach of fiduciary duty as a director, provided that this article shall not eliminate or limit the liability of a director:

- A. for any breach of the director's duty of loyalty to the corporation or its members;
- B. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- C. under Section 174 of Title 8 of the Delaware Code;
- D. for any transaction from which the director derived an improper benefit.

This article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of this certificate.

#### **TENTH. Indemnification of Directors or Officers of Corporation**

A. The corporation shall indemnify any person who was 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, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments,

finances, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not or itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

B. The corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which the person is adjudged to be liable for the negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the Court of Chancery of the state of Delaware or the court in which the action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case the person is fairly and reasonably entitled to indemnity for any expenses which the Court of Chancery of the state of Delaware or any other court shall deem proper.

C. The procedure and manner in which the indemnification described in paragraphs A and B of Article 10 shall be prescribed by the bylaws so as to effectuate the intent and purpose of this article.

## **ELEVENTH. Amendments**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, being the president and secretary hereinabove named, for the purpose of amending and restating the Articles of Incorporation of the Family Learning Academy, Inc., a nonprofit corporation formed pursuant to the General Corporation Law of the state of

Delaware, do make this certificate, acknowledging the penalty of perjury, hereby declaring and certifying that the instrument is our act and deed and the facts herein stated are true, pursuant to **8 Del. C 103 (b) (s)** and accordingly have hereunto set our hands this day \_\_\_\_\_.