COMMISSIONERS
BOB STUMP – Chairman
GARY PIERCE
BRENDA BURNS
BOB BURNS
SUSAN BITTER SMITH

ARIZONA CORPORATION COMMISSION

JODI JERICH
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

January 13, 2014

ELLIS M CARTER
CARTER LAW GROUP
849 N 3RD AVE
PHOENIX, AZ 85003

RE: EAGLE COLLEGE PREP MESA, LLC
File Number: L18970277

We are pleased to notify you that the Articles of Organization for the above-referenced entity HAVE BEEN APPROVED.

You must publish a Notice of the filing of your Articles of Organization or, alternatively, you may publish the Articles of Organization in their entirety. For your convenience, we have provided a Notice form that you can complete and submit to the newspaper of your choice. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. Publication must be completed WITHIN 60 DAYS after January 13, 2014, which is the date the document was approved for filing by the Commission. A list of acceptable newspapers is available on the Commission website, www.azcc.gov/Divisions/Corporations.

The limited liability company may be subject to administrative dissolution if it fails to publish. You will receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

We strongly recommend that you periodically monitor your company's record with the Commission, which can be viewed at www.azcc.gov/Divisions/Corporations. If you have questions or need further information, please contact us at (602) 542-3026 in Phoenix, or Toll Free (Arizona Residents only) at 1-800-345-5819.

LL:13
REV. 01/2009

NOTICE
(for publication)

ARTICLES OF ORGANIZATION HAVE BEEN FILED IN THE OFFICE OF THE ARIZONA CORPORATION COMMISSION FOR

I. Name: EAGLE COLLEGE PREP MESA, LLC
L-1897027-7

II. The address of the known place of business is:

_____

_____

_____

III. The name and street address of the Statutory Agent is:

_____

_____

_____

(Please check A or B)

A. [ ] Management of the limited liability company is vested in a manager or managers. The names and addresses of each person who is a manager AND each member who owns a twenty percent or greater interest in the capital or profits of the limited liability company are:

B. [ ] Management of the limited liability company is reserved to the members. The names and addresses of each person who is a member are:

(Please check appropriate box for each)

_____

_____

[ ] member [ ] manager

_____

_____

[ ] member [ ] manager

_____

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[ ] member [ ] manager

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_____

[ ] member [ ] manager

LL:0001
Rev. 10/2006

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AZ CORP. COMMISSION
04515267

AZ CORPORATION COMMISSION
FILED

JAN 10 2014

FILE NO. L1897027-7

ARTICLES OF ORGANIZATION
OF
EAGLE COLLEGE PREP MESA, LLC

1. Name. The name of the limited liability company is "EAGLE College Prep Mesa, LLC" (the "Company").

2. Known Place of Business. The street address of the Company's known place of business is:

7702 East Doubletree Ranch Road, Suite 300
Scottsdale, Arizona 85258

Statutory Agent. The name and address of the statutory agent for service of process is:

Warren Charter Law PLC
7702 East Doubletree Ranch Road, Suite 300
Scottsdale, Arizona 85258

3. Management. Management of this limited liability company is vested in a manager. The name and address of the initial manager is:

Andrew Neumann
c/o Educational Enterprises, Inc.
20935 Swenson Drive, Suite 101
Waukesha, WI 53186-2006

5. Member. Set forth below is the name and address of the member who owns a 20 percent or greater interest in the capital or profits of this limited liability company:

Eagle College Prep II
2345 East Pecan Road
Phoenix, Arizona 85040

6. Period. The Company is perpetual.

Dated: January 8, 2014.

MEMBER:

EAGLE COLLEGE PREP II

Andrew Neumann, President

CONSENT OF STATUTORY AGENT

OF

EAGLE COLLEGE PREP MESA, LLC

The undersigned, having been named in the Articles of Organization of EAGLE College Prep Mesa, LLC as its agent for service of process for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts the appointment.

Dated: January 9, 2014.

WARREN CHARTER LAW PLC

Terry Warren, Member

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION COVER SHEET

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT

ARE YOU FILING: ☑ New Entity ☐ Change to existing entity ☐ Re-submission/Correction

PLEASE COMPLETE ALL APPROPRIATE SECTIONS

Type in Corp/LLC Name: Eagle College Prep Mesa, LLC

FILING TYPE	REGULAR SERVICE FEE	EXPEDITED SERVICE FEE
☐ Articles of Domestication	☐ $100.00	☐ $135.00
☐ Articles of Incorporation (Profit)	☐ $ 60.00	☐ $ 95.00
☐ Articles of Incorporation (Non Profit)	☐ $ 40.00	☐ $ 75.00
☑ Articles of Organization (Limited Liability Company)	☐ $ 50.00	☑ $ 85.00
☐ Application For Authority (Business)	☐ $175.00	☐ $210.00
☐ Application to Conduct Affairs (Non Profit)	☐ $175.00	☐ $210.00
☐ Application for New Authority	☐ $175.00	☐ $210.00
☐ Application for Registration	☐ $150.00	☐ $185.00
☐ Articles of Amendment	☐ $ 25.00	☐ $
☐ Articles of Amendment & Restatement	☐ $ 25.00	☐ $
☐ Articles of Correction	☐ $ 25.00	☐ $ 60.00
☐ Articles of Merger/Share Exchange	☐ $100.00	☐ $135.00
☐ Articles of Merger (Limited Liability Company)	☐ $ 50.00	☐ $ 85.00
☐ Affidavit of Publication	☐ $ 0.00	☐ $ 35.00
☐ CORPORATIONS -Certified Copies* *If copies are for different entities the Expedite fee applies to each entity	☐ $5.00 Each (_____) (Enter Quantity)	☐ $40.00 (_____) (Enter Quantity)
☐ LLCs - Certified Copies* *If copies are for different entities the Expedite fee applies to each entity	☐ $10.00 Each (_____) (Enter Quantity)	☐ $45.00 (_____) (Enter Quantity)
☐ Good Standing Certificate* *If Good Standing Certificates are for different entities the Expedite fee applies to each entity	☐ $10.00 Each (_____) (Enter Quantity)	☐ $45.00 (_____) (Enter Quantity)
☐ Other: _____	☐ Regular Fee	☐ Expedite Fee

RECEIVED JAN 10 2014 AZ CORP COMMISSION CORPORATIONS DIVISION

SELECT PAYMENT TYPE: DO NOT WRITE YOUR CREDIT CARD NUMBER ON THIS FORM!

☐ Check Check # _____

☑ M.O.D. Account MOD Acct # 1952

☐ Cash

☐ Credit Card -- for in-person filings only

☐ No fee required

Check Amount $_____

Mod Amount $ 85.00

Cash Amount $_____

CC Amount $_____

SELECT ONE RETURN DELIVERY OPTION: ☐ Mail ☐ Pick Up ☑ Fax # (602) 296-0415

REQUIRED: Please list the person or company who will be picking up the completed documents.
DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY TWO WEEKS).

Person or Company Name: Ellis M. Carter / Carter Law Group

Phone Number: 602-456-0071

Address: 849 N. 3rd Avenue

City: Phoenix State: AZ Zip: 85003

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK-UP BY: _____ DATE: _____

View current process times at: www.azcc.gov/Divisions/Corporations

faxed 3pm 1/13/14

1/3

CFCVLR REV 02/13/2009

BYLAWS

OF

EAGLE COLLEGE PREP MESA, LLC

ARTICLE I
LEGAL AND TAX STATUS

Section 1. Legal and Tax Status. EAGLE College Prep Mesa, LLC ("School") is a subsidiary of EAGLE Arizona, an Arizona nonprofit corporation ("Member"). Under the Arizona Limited Liability Company Act set forth in Arizona Revised Statutes 29-601 *et seq.* ("Act") and Treasury Regulation Section 301.7701-3, the Member is the sole member of the School. Any reference in these Bylaws to "Member" shall be deemed to refer only to such sole voting Member unless otherwise specifically provided. These Bylaws shall constitute the "operating agreement" of the School for purposes of the Act.

Section 2. Purposes. The purpose for which the School is organized shall include, but not be limited to, operating a charter school; provided, however, all such activities shall be for the exclusive benefit of the School's charitable, educational, and scientific mission and shall be consistent with the School's status as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") and exempt from federal income tax under Code Section 501(a).

ARTICLE II
OFFICES

Section 1. School Leader Office. The School may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board ("Board"), one of which may be designated as the School Leader office.

Section 2. Registered Office and Registered Agent. The School shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, identical with the School Leader office of the Member. The identity and address of the registered agent may be changed from time to time pursuant to the provisions of the Act.

ARTICLE III
SOLE MEMBER

Section 1. Classes of Members. The School shall have a single class of voting members and the sole Member of that class shall be the Member.

Section 2. Responsibilities and Voting Rights of Member.

(a) The Member shall appoint a Governing Board of the School. The Member shall have sole power to appoint, remove, or replace members of the Governing Board.

(b) The following actions shall not be taken by the School without the advance written approval of the Member:

(1) Election and removal of directors.

(2) Amendment of the Articles of Incorporation of the School.

(3) Amendment of the Bylaws of the School.

(4) Changes to the purposeful plan

(5) Changes to the School's educational philosophy

(6) Changes to the School's staff and family handbooks

(7) Changes to the School's core curriculum

(8) Changes to the School's grading philosophy

(9) Changes to the School's teaching methodology

(10) Changes to the School's graduation requirements

(11) Merger, consolidation or dissolution of the School.

(12) The creation of any subsidiaries or affiliates of the School.

(13) Adoption of the annual budget prepared by the School and any actions taken by the School which would or could involve expenditures which exceed fifty-thousand dollars ($50,000) of the approved budgeted amounts for such expenditures.

(14) The selection of banking affiliations, accounting firms, legal counsel as well as approval of the engagement of any consultants not specifically provided for in an approved budget.

(15) The selection and retention of the School Leader of the School.

(16) The making of capital expenditures in excess of fifty-thousand dollars ($50,000).

(17) The selection of the manner and location of investment of any retained earnings.

(18) The extension of any loans by or any borrowing by the School exceeding fifty-thousand dollars ($50,000).

(19) Sale of any capital assets by the School with book or market value exceeding fifty-thousand dollars ($50,000).

Section 3. Manner of Acting; Proxies. Any Member voting rights specified herein shall be exercised by the Member as the sole voting Member of the School, through action of its Board, through its designated representative, or by one or more agents authorized by a written proxy executed by the designated representative and filed with the Secretary of the School. No proxy shall be valid after eleven (11) months following the date of its execution, unless the Member specifies the length of time for which it is to continue in force. The effectiveness of proxies and the manner of their execution, replication, and exercise shall be governed by the laws of the State of Arizona.

Section 4. Meetings. No annual or special meeting of the Member is required. Special meetings of the Member may be held at any time and place and for any purpose or purposes unless otherwise prescribed by the ANCA, on call of the President or Secretary and shall be called by the Secretary on the written request of the Member or the Governing Board.

Section 5. Action by Written Consent of Member. Any action required by the Articles of Organization or Bylaws of the School, or any provision of the Act, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the sole corporate Member.

Section 6. Transfers. The sole corporate Member may not transfer its membership or any right or rights arising therefrom.

ARTICLE IV
GOVERNING BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the School shall be managed by its Governing Board. The Governing Board shall be subject to the oversight of the Member.

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors shall be as determined by the Governing Board from time to time but in no event less than three (3) nor more than nine (9) and shall serve for the term provided in Section 3 of this Article.

(b) Qualifications. Directors must be more than eighteen (18) years of age. Each Director must pass a background check, or other regulatory inquiries, as required by State law, federal law or other governmental agencies having proper regulatory authority over the affairs of the School or its activities, as amended from time to time, which shall include as a minimum, a fingerprint check showing no criminal record exists which could adversely affect the School or its operations. Directors must, in the opinion of the Member, possess personal and professional competencies as well as a passion for the purpose of the School and be willing to fully participate in the advancement of its mission and purpose.

Section 3. Election and Term. Directors shall be appointed by the Member.

(c) Term of Office. Directors shall hold office from the close of the annual meeting for a term of three (3) years, or until their successors have been elected and qualified. There is no limit on consecutive terms served by Directors.

Section 4. Compensation. Except for Directors who are also full-time staff members, Directors of the School shall not receive compensation for serving as directors, but may receive reasonable compensation for other professional services rendered which are necessary to carrying out the exempt purposes of the School. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provide such reimbursement is authorized by the Governing Board. Compensation and reimbursement decisions shall be made in compliance with the School's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

Section 5. Resignation. A Director may resign at any time by filing a written resignation with the Member or the Chair of the School.

Section 6. Removal. A Director may be removed from office with or without cause by the sole corporate Member or the vote of a majority (51%) of the other Directors of this School then in office either at a regular meeting or any special meeting called for that purpose.

Section 7. Vacancies. In the event a vacancy occurs in the Governing Board from any cause, including an increase in the number of Directors, the Directors may fill the position at any regular meeting or at any special meeting called for the purpose of electing a director; provided, however, that for the purpose of counting term limits, the newly elected Director's term will be counted as beginning on the date of the first annual meeting following his or her election.

ARTICLE V
MEETINGS OF THE GOVERNING BOARD

Section 1. Place of Meetings. All meetings shall be held at a location compliant with Arizona Open Meeting Law which may include the School Leader office of the School or any other place sufficient to accommodate all interested persons and located within a reasonable distance from the School.

Section 2. Annual Meeting. The annual meeting of the Governing Board shall be held at such time and place as the Chair determines as set forth in the notice given, or waiver signed, with respect to such meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.

Section 3. Regular Meetings. The Governing Board may provide by resolution for regular or stated meetings of the Governing Board to be held at a fixed time and place provided notice of all such meetings are posted in accordance with Arizona Open Meeting Law.

Section 4. Special Meetings. Special meetings of the Governing Board may be held at any time and for any purpose or purposes, unless otherwise prescribed by the ANCA or Arizona Open Meeting Law, on call of the Member or the Chair, and shall be called by the Secretary on the written request of any twenty (20%) of the Directors.

Section 5. Notice and Waiver of Notice.

(a) Open Meeting Law. All official actions and deliberations of the Governing Board shall take place at a meeting open to the public in compliance with Arizona Open Meeting Law,

ARS 38-431 through 38-431.09 (the "Arizona Open Meeting Law"), for so long as Arizona Open Meeting Law applies to charter schools such as the School, except in cases where and to the extent, Arizona Open Meeting Law authorizes the Board to meet in executive session.

(b) Public Notice of Meetings. Public notice, including both permanent and recurring notices, of all meetings of the Governing Board and of all committees and executive sessions authorized by the Governing Board shall be given pursuant to and as required by Arizona Open Meeting Law.

(c) Recurring Notice. Recurring Notice shall either include the meeting's agenda or directions on how to acquire the meeting's agenda. The agenda shall include the date, time, place, purpose, and business to be transacted at the meeting. If the Governing Board is to enter executive session, the agenda shall state such along with the legal justification for entering executive session. Such notice shall be made publicly available and delivered to each Director at least twenty-four (24) hours prior to the meeting and shall be in accordance with the School's permanent notice. In the event of an actual emergency as considered by Arizona Open Meeting Law, the School will post notice of the meeting as soon as possible under the circumstances, but no later than twenty-four (24) hours after the meeting.

(d) Methods of Giving Notice. Notice of any meeting of Directors, and any other notice required to be given under these Bylaws, the ANCA, or Arizona Open Meeting Law shall be posted on the school's website, physically posted in a publicly accessible space, and may additionally be communicated through locally circulated publications, in person, by telephone, e-mail, facsimile or other form of wire or wireless communication, or by mail or private carrier.

(e) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Arizona Open Meeting Law, the ANCA, or under the provisions of the Articles of Organization or Bylaws of the School, the attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Appearing by Telephone or Other Communication Technology. Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Governing Board through the use of the telephone or any other means of communication by which all participating Directors and the public present may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 7. Quorum. A majority (51%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The Board shall not discuss, deliberate, propose, or take any action with less than a quorum of Directors present. If less than a quorum is present when a meeting is convened, or if a quorum is lost due to the departure of one or more directors, the meeting is automatically adjourned.

Section 8. Manner of Acting. At any meeting of the Governing Board, every Director entitled to vote shall have one vote. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Governing Board, unless the act of a greater number is required by the ANCA, or the Articles of Incorporation or Bylaws of the School.

Section 9. Presumption of Assent. A Director of the School who is present at a meeting of the Governing Board, or a committee thereof, at which action on any company matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the School immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Minutes and Tracking Systems. Written minutes of the business conducted at meetings of the Governing Board shall be kept and retained at the School's School Leader office, held open for inspection by any director at all reasonable times, and made publicly available in accordance with Arizona Open Meeting Law. The School also shall establish a system for tracking Governing Board approvals and disapprovals, and to provide the Governing Board with a tool for confirming subsequent actions and policies taken in response to Governing Board decisions.

Section 11. Director Deadlock. In the event the Board votes are deadlocked, but only if so required by the written request of any Director delivered to the Chair, the Governing Board shall, within thirty (30) days after receipt of such written request, submit the deadlocked question to the Member who shall have the authority to decide the issue upon which the Governing Board is deadlocked. The Member's decision shall be binding on the School and on each Director.

ARTICLE VI
OFFICERS

Section 1. Number. The principal officers of the School shall be a School Leader, a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Chair and the School Leader shall be appointed by the Member. The Vice-Chair, Secretary, and Treasurer shall be elected by the Governing Board. The Governing Board may elect such other officers and assistant officers and agents as may be deemed necessary. With the exception of the School Leader and the Secretary, the same individual may simultaneously hold more than one office. Officers, other than the School Leader, must be current Directors of the School.

Section 2. Election and Term of Office. The officers of the School, other than the Chair and the School Leader, shall be elected annually by the Governing Board at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Governing Board may be removed by the Governing Board whenever in its judgment the best interests of the School will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in the office of Chair because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Member for the unexpired portion

of the term. A vacancy in any other office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Governing Board for the unexpired portion of the term.

Section 5. Chair and Vice-Chair of the Board. The Chair of the Governing Board shall call and preside at all meetings of the Governing Board, shall be, ex-officio, a voting member of all committees of the Governing Board, and shall be the liaison between the Member, the School Leader, and the Governing Board. The Vice-Chair shall serve in the absence of the Chair or in the event of the Chair's death or inability or refusal to act.

Section 6. The School Leader. The School Leader shall be the principal executive officer of the School and, subject to the oversight of the Member and the Governing Board, shall in general supervise and control all of the day to day business and affairs of the School including but not limited to the implementation of curriculum, assessments, and teacher evaluation and development systems. The School Leader shall have authority, subject to such rules as may be prescribed by the Member or the Governing Board, to appoint such agents of the School as he or she shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the School Leader. In general, the School Leader shall perform all duties incident to that office, and such other duties as may be prescribed by the Member or the Governing Board from time to time.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of Governing Board meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the company records and of the seal of the School if one is authorized by the Governing Board, in which case the Secretary shall see that the seal of the School is affixed to all documents the execution of which on behalf of the School under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Governing Board.

Section 8. The Treasurer. The Treasurer shall: (a) oversee the development and observation of the School's financial policies, budgeting, reporting to the Governing Board; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Governing Board.

Section 9. Compensation. Officers of the School, other than those who are also full-time staff members, shall not receive compensation for serving as officers, but may receive reasonable compensation for other professional services rendered which are necessary to carrying out the exempt purposes of the School. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provide such reimbursement is authorized by the Governing Board. Compensation and reimbursement decisions shall be made in compliance with the School's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE VII
COMMITTEES

Section 1. Board Committees. The Governing Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and

as are specified in the resolution. Committees shall consist of one or more Directors of the School appointed by the Chair. Meetings of the Governing Board Committees shall always be held in compliance with Arizona Open Meeting Law.

Section 2. Powers Reserved to the Board. Any committee, to the extent provided in the resolution of the Governing Board, shall have and may exercise any of the powers and authority of the Governing Board, except no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Governing Board or any committee with Governing Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or repeal of any resolution of the Governing Board; or (v) action on matters committed by the Bylaws or by resolution of the Governing Board to another committee of the Governing Board.

Section 3. Participation by Non-Directors. A person who is not a Director may be appointed to any Governing Board committee; provided, however, such non-Director shall have no right to vote on any question that would create a binding obligation of the School.

Section 4. Removal; Authority of the Board. The Governing Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action is subject to amendment, modification, or repeal at the next annual or regular meeting of the Governing Board.

Section 5. Term. Except for committees for which the Governing Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the next annual meeting of the School, unless the Governing Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

Section 6. Committee Rules. Each committee may, subject to the approval of the Governing Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure that are consistent with the Articles, the Bylaws, and applicable Board resolutions.

ARTICLE VIII
PROHIBITION AGAINST DISCRIMINATION

The School shall not discriminate on the basis of race, sex, age, disability, national or ethnic origin or religion in the administration of its educational policies, admissions policies, athletic or other school-administered programs or employment policies.

ARTICLE IX
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation; provided, however, that the

Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Member, the ANCA or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

ARTICLE X
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the School shall end on the last day June each year.

Section 2. Corporate Acts. The School Leader shall have authority to sign, execute, and acknowledge on behalf of the School, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the School's regular business, or which shall be authorized by resolution of the Governing Board. The Secretary of the School is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Governing Board of the School, provided, however, that an attestation is not required to enable a document to be an act of the School.

Section 3. Agents and Representatives. The Governing Board may appoint such agents and representatives of the School with such powers and to perform such acts or duties on behalf of the School as the Governing Board may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

Section 4. Loans. No moneys shall be borrowed on behalf of the School without Member approval.

Section 5. Deposits; Authorized Signatories. All funds of the School, not otherwise employed, shall be deposited no less frequently than monthly to the credit of the School in a separate bank account established for the School's benefit. The School's Treasurer as well as the Member and its accountant shall be signers on the account.

Section 6. Contributions. The School, as a single member limited liability company of the Member, may solicit contributions as part of various business' charitable sales promotions and as part of School sponsored events. In connection with such promotions and events, the Governing Board may accept on behalf of the School any contribution restricted for the general purposes of the School. Gifts shall be evaluated pursuant to the School's Gift Acceptance Policy.

ARTICLE XI
TAX PROVISIONS

Section 1. Activities. Notwithstanding any other provision of this Agreement or the School's Articles of Organization to the contrary, the School shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization described in Code Section 501(c)(3) and exempt from federal income tax under Code Section 501(a), or (b) by an organization, contributions to which are deductible under Code Sections 170(c)(2), 2055(a)(2) and 2522(a)(2).

Section 2. Inurement; Compensation. No distributions shall be declared or paid by the School to any private individual, officer, or director of the School. No part of the net earnings or assets of the School shall inure to the benefit of any director or officer of the School or any other private person; provided, however, that the School shall be authorized and empowered to pay reasonable compensation for services rendered to third party vendors, or reimburse reasonable expenses incurred, in each case, for the benefit of the School and necessary for carrying out the purposes of the School as set forth in Article I above.

Section 3. Lobbying and Political Activities. No substantial part of the activities of the School shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the School's exemption under I.R.C. § 501(c)(3). The School shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 4. Private Foundation. Whenever the Corporation is a private foundation as defined in I.R.C. § 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. § 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE XII
AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the sole corporate Member of this School. The Member shall notify the Governing Board of any such alteration, amendment, or repeal and its effective date.

Certified a true and correct copy of the Bylaws adopted on the 30th day of May, 2014, by the Board of EAGLE College Prep Mesa, LLC.

Secretary

CERTIFICATION OF MEMBER APPROVAL

I certify that I am the Secretary of EAGLE Arizona, an Arizona nonprofit corporation acting in its capacity as the sole corporate member of EAGLE College Prep Mesa, LLC (the "Member"), and I have been designated by the Board of Directors of the Member to act in that capacity. I also certify that the foregoing Bylaws have been duly approved by the Member.

DATED this 30th day of May, 2014.

Educational Enterprises, Inc. sole member of EAGLE Arizona

By: James C. Rahn

Its: Secretary