

**BYLAWS**

**OF**

**LEARNING EXCELLANCE FOUNDATION OF  
SOUTH PALM BEACH, INC.**

Adopted as of February 26, 2001

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**ARTICLE 1**  
**Name, Seal, and Offices**

1.1. **Name.** The name of this corporation is Learning Excellence Foundation of South Palm Beach, Inc. (hereinafter referred to as the "Corporation").

1.2. **Seal.** The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "Learning Excellence Foundation of South Palm Beach, Inc." and in the center the words and figures "Corporation Not For Profit 2000 Florida." The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.

1.3. **Offices.** The registered office of the Corporation shall be at such location in the State of Florida as may be appointed by the Board of Directors. The Corporation also may have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the Corporation may require.

**ARTICLE 2**  
**Guiding Principles**

The Corporation exists and operates for the purposes described in its Articles of Incorporation.

**ARTICLE 3**  
**Members**

The Corporation shall not have members.

**ARTICLE 4**  
**Directors**

4.1. **Generally.** All power and authority of the Corporation shall be vested exclusively in the Board of Directors, which shall manage and direct the affairs of the Corporation. The members of the Board of Directors shall be referred to as "directors".

The Board of Directors, by general resolution, may delegate to committees of its own members or to officers of the Corporation such powers as it may see fit.

**4.2. Number and Qualification.** The number of directors of the Corporation shall be determined and may be increased or decreased from time to time by the Board of Directors, but in no event shall there be fewer than three directors. There shall be two classes of directors, Class A and Class B. When the number of directors is decreased, each director in office shall continue to serve until his or her term expires, or until his or her resignation or removal. If the number of directors is increased, the Board of Directors shall assign such new directors to Class A or Class B. Directors shall be of legal age and need not be residents of the State of Florida. The following persons shall be the initial directors:

Class A  
Charles Dodge

Class B  
Craig Lawson  
Maria Bilbao

**4.3. Election of Directors; Term of Office.**

(a) The initial Class A Director shall have a term of office of two years. The initial Class B Directors shall have a term of one year. Thereafter, directors shall be elected for a term of two years, provided that all directors shall hold office until their successors are duly elected and qualified or their earlier death, resignation or removal.

(b) Directors shall be elected at the annual meeting of directors by a majority vote of a quorum of directors.

(c) There shall be no limit on the number of terms each director may serve on the Board of Directors. Any director may nominate and vote for himself or herself for re-election.

**4.4. Resignation.** Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

**4.5. Removal.** Any director may be removed from office for any reason by the affirmative vote of a majority of all the votes that all directors then in office are entitled to cast at any regular or special meeting called for that purpose. Any director proposed to be removed shall be entitled to at least five days' notice in writing, by any method described in Section 4.10. hereof, of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. The presence or absence of the director proposed to be removed shall not be taken into account for the purpose of determining whether a

quorum is present, and such director shall not be entitled to cast a vote on the question of his or her removal from office.

4.6. Vacancies. Any vacancy in the Board of Directors occurring during any term of office, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled as provided in Section 4.11. hereof, for the unexpired portion of the term by the directors then serving. Any director so elected by the Board of Directors shall hold office until the succeeding annual meeting of the Board of Directors and until the election and qualification of his or her successor.

4.7. Annual Meetings. The annual meeting of the Board of Directors shall be held each year at the principal office of the Corporation at 10 o'clock in the morning on the second Tuesday in December or at such other location and/or date and/or time as may be fixed by the Board of Directors, for the purpose of election of directors, organization, election of officers, and the transaction of other business.

4.8. Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such times and place or places as shall be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President as he or she sees fit and must be called by the President upon the written request of any two members of the Board of Directors. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, any business may be transacted at any directors' meeting.

4.9. Notice of Meetings. Notice of the time, place and purposes of the annual meeting shall be given to each director not less than 10 nor more than 30 days before the date thereof. Notice of all special meetings of the Board of Directors, except as otherwise provided, shall be given to each director not less than 5 nor more than 30 days before the date thereof. Regular meetings of the Board of Directors, held pursuant to a schedule previously adopted by the Board of Directors and made known to all directors, may be held without additional notice. Notice of any meeting may be waived by any director. At any meeting at which every director shall be present, even though without any notice or waiver, any business may be transacted.

4.10. Method of Giving Notice. Notices shall be deemed given immediately upon personal delivery, five days following the date of dispatch, postage prepaid, via United States registered or certified mail, return receipt requested, on the next business day following the date of dispatch, delivery charges prepaid, via United States Express Mail, Federal Express Priority Service or other reputable overnight delivery service, or on the date of transmission via telephone electronic facsimile ("fax"), provided that written confirmation of completed transmission is received at the transmitting fax machine. Notices that are given by mail, overnight delivery service or fax shall be deemed received hereunder only if addressed to the director at the last address or fax number, as the case may be, that the director shall have provided in writing to the Secretary of the Corporation for receipt of notices.

4.11. **Quorum.** At all meetings of the Board of Directors, the presence of directors entitled to cast a majority of all votes that can be cast by all of the directors (including vacant director positions) shall be sufficient to constitute a quorum for the transaction of business. The presence of directors entitled to cast a majority of all votes that can be cast by all of the directors then in office (even if less than a majority of all votes if all director positions were filled) shall be sufficient to constitute a quorum for the sole purpose of filling vacant seats on the Board of Directors or vacant offices of the Corporation. The act of directors casting a majority of the votes cast by directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise specifically may be provided by statute, the Articles of Incorporation of the Corporation or these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent director.

4.12. **Electronic Presence at a Meeting.** Any or all directors may participate in any annual, regular or special meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

4.13. **Compensation.** Directors may receive compensation of \$2000 annually for their services as determined by the Board. The Board may also fix a reasonable sum for expenses of attendance, if any, for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

4.14. **Action Without Meeting.** Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting or notice if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors, and such consent shall have the same force and effect as a unanimous vote at a meeting. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section 4.14. shall have the effect of a meeting vote and may be described as such in any document.

## ARTICLE 5 Officers

5.1. **Number and Titles.** The officers of the Corporation shall be the President, Secretary, Treasurer and such other officers, including any number of Vice Presidents, with such titles, powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any combination of offices may be held by the same person, except that the President shall not hold any office that has the title of Vice President.

**5.2. Election, Term of Office, and Qualifications.** The officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. The President shall be elected from among the members of the Board of Directors, and all other officers shall be elected from among the members of the Board of Directors or such other persons as the Board of Directors may see fit.

**5.3. Vacancies.** In the event that any office of the Corporation shall become vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his or her successor.

**5.4. President.** The President shall preside at all meetings of the Board of Directors. He or she shall have general charge and supervision of the business and affairs of the Corporation, subject to the direction of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

**5.5. Vice Presidents.** At the request of the President, or in the event of his or her absence or disability, any Vice President, if any shall then be in office, shall perform the duties and possess the powers of the President; and to the extent authorized by law each Vice President, if any shall then be in office, shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

**5.6. Secretary.** The Secretary shall have charge of books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He or she shall attend, or cause to be attended, and keep, or cause to be kept, the minutes of all the meetings of the Board of Directors and committees having the delegated authority of the Board of Directors, and he or she shall be responsible for the Corporation's compliance with all requirements under Section 8.1. of these Bylaws relating to such minutes. He or she may sign with the President or an authorized Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he or she may affix the seal of the Corporation. He or she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

**5.7. Treasurer.** The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He or she may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require. He or she shall be responsible for managing the funds of the Corporation and for creating and managing a yearly budget for the Corporation. He or she may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall

deposit the same to the credit of the Corporation at such banks or depositories as the Board of Directors may designate. He or she shall sign all receipts and vouchers. He or she shall make such payments as may be necessary on behalf of the Corporation. He or she shall enter regularly on the books of the Corporation to be kept by him or her for that purpose full and accurate account of all moneys and obligations received and paid or incurred by him or her for or on account of the Corporation. He or she shall be responsible for the Corporation's compliance with all requirements under Section 8.1. of these Bylaws relating to such books and records of account. He or she shall exhibit such books at all reasonable times to any director on application at the offices of the Corporation, and he or she shall submit the books and records of the Corporation for annual review by the Board of Directors. He or she shall perform, in general, all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

**5.8. Compensation.** The salaries of all officers shall be fixed by the Board of Directors and shall be reasonable in amount. The fact that any officer is a director of the Corporation or a member of one or more committees of directors, shall not preclude his or her receiving a salary or voting on the resolution providing for the same.

**5.9. Removal.** Any officer may be removed from office by the affirmative vote of directors entitled to cast a majority of all of the votes that may be cast at any regular or special meeting called for that purpose, with or without cause. Any officer proposed to be removed shall be entitled to at least five days' notice in writing, by any method described in Section 4.10. hereof, of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. If the officer proposed to be removed is also a director, then the presence or absence of such director shall not be taken into account for the purpose of determining whether a quorum is present, and such director shall not be entitled to cast a vote on the question of his or her removal from office.

## **ARTICLE 6** **Committees**

**6.1. Committees of the Board of Directors.** By resolution duly adopted, the Board of Directors may establish one or more committees of the Board of Directors, each of which shall consist of two or more directors. To the extent provided by such resolution, such committees shall have and may exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, or any director individually, of any responsibility imposed upon it, him or her by law, the Articles of Incorporation or these Bylaws. Any member of any such committee may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the interests of the Corporation would be served best by such removal.

**6.2. Advisory Committees.** Advisory committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly

adopted by the Board of Directors. Membership of such committees shall not be limited to directors of the Corporation. Except as otherwise may be provided by resolution, members of such committees shall be selected by appointment of the President. Any member of any such committee may be removed by the person or persons authorized to appoint such member whenever, in the judgment of such appointing person or persons, the interests of the Corporation would be served best by such removal.

6.3. **Terms of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless such committee shall be abolished sooner or unless such committee member shall resign, be removed, or cease to qualify as a member thereof.

6.4. **Chairperson.** One member of each committee shall be designated as chairperson by the person or persons authorized to appoint the members of the committee (subject to Section 6.1. hereof).

6.5. **Vacancies.** Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

6.6. **Voting and Quorum.** Each member of each committee shall have the right to cast one (1) vote upon all matters voted upon by the committee. The presence of members of a committee having the power to cast a majority of the votes that can be cast by the whole committee shall constitute a quorum, and the act of the members of the committee having the power to cast a majority of the votes that can be cast by all of the members present at a meeting at which a quorum is present shall be an act of the committee.

6.7. **Rules.** Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws. The rules set forth in Section 4.12. of these Bylaws, regarding electronic presence at meetings of the Board of Directors, shall be applicable to committees of the Board of Directors.

6.8. **Compensation.** The members of any committee shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of a committee rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

**ARTICLE 7**  
**Agents and Representatives**



The Board of Directors may appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized by law.

**ARTICLE 8**  
**Books, Records and Reports**

**8.1. Books and Records.** In compliance with Section 617.1601 of Florida Statutes, as amended, or any successor thereto, the Corporation shall keep as permanent records correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation shall be kept in written form or in another form capable of conversion into written form within a reasonable time.

**8.2. Annual Reports.** The Corporation shall file with the Department of State of the State of Florida, on or after January 1st and on or before July 1st of each year, a sworn annual report on such forms and containing such information as the Department of State may prescribe.

**ARTICLE 9**  
**Contracts, Deposits, Checks and Contributions**

**9.1. Contracts.** Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, employee, agent or representative shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

**9.2. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories or, invested from time to time for and on behalf of the Corporation, as the Board of Directors may elect.

**9.3. Checks, Drafts, Orders for Payment.** All checks, drafts or orders for the payment of money, notes, 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 the Board of Directors from time to time shall determine by resolution. In the absence of such determination, such instruments shall require the signatures of both of the President and the Treasurer of the Corporation.

**9.4. Contributions.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the purposes of the Corporation (subject to Section 12.2. hereof).

**ARTICLE 10**  
**Voting Upon Shares of Other Corporations**

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares that, as the owner, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

**ARTICLE 11**  
**Fiscal Year**

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

**ARTICLE 12**  
**Prohibited Acts**

**12.1. Sharing in Corporate Earnings.** No director, officer, employee, agent, representative or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

**12.2. Permissible Investments.** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments that a director is or may be permitted by law to make or any similar restriction.

**ARTICLE 13**  
**Indemnification**

The Corporation shall indemnify and advance expenses on behalf of its directors and officers to the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the directors and officers arising from their relationships with the Corporation in any and all capacities. By resolution duly adopted, the Board of Directors may authorize the corporation to (i) indemnify any or all of its employees and agents who are not directors to any extent that the Board of Directors may determine, up to and

including the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its directors, officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationships with the Corporation.

**ARTICLE 14**  
**Parliamentary Authority**

Robert's Rules of Order shall be the governing authority for conduct of all meetings of the Board of Directors and all committees, except where inconsistent with law, the Articles of Incorporation, these Bylaws or the rules adopted by any such committee for the conduct of its meetings.

**ARTICLE 15**  
**Amendments**

These Bylaws may be altered, amended, or repealed, or new bylaws may be adopted, only by the affirmative vote of a majority of the votes cast at a meeting of the Board of Directors at which a quorum is present.