

**AMENDED AND RESTATED BYLAWS
OF
TURTLEBACK EDUCATION FOUNDATION
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE I
Purposes**

The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable, educational and public purposes. The specific purposes of this Corporation are:

- i. to support and promote the educational activities and programs of Turtleback Elementary School, a California public school in the Poway Unified School District.
- ii. to perform and undertake any and all activities and functions, including soliciting contributions from the general public, as may be proper in connection with this Corporation's general and specific purposes.

**ARTICLE II
Offices**

Section 1. Principal Office.

The corporation's principal office shall be located at 15855 Turtleback Rd. San Diego, CA 92127. The Board of Directors ("Board") is granted full power and authority to change the principal office from one location to another within the County of San Diego, California.

Section 2. Other Offices.

Branch or subordinate offices may at any time be established by the Board at any place or places where the corporation is qualified to do business.

**ARTICLE III
Membership**

Section 1. Members.

Unless and until these bylaws are amended to provide otherwise, the corporation shall have no members, as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise by law vest in the members shall rest in the Board.

Section 2. Associates.

Nothing in this Article shall be construed to limit the corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no

such reference by the corporation shall render anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but such individuals may not vote. The corporation may confer, by amendment of its Articles of Incorporation or of these Bylaws, some or all of a member's rights, set forth in the California Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of Board members, on a disposition of substantially all of the assets of the corporation, on a merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056.

ARTICLE IV Board of Directors

Section 1. Powers.

Subject to the limitations of the California Nonprofit Public Benefit Corporation Law, the corporation's Articles of Incorporation, and these Bylaws, the corporation's activities and affairs shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), 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. No assignment, referral, or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral, or delegation at any time.

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- i. To select and remove all of the officers, agents, and employees of the corporation; to prescribe powers and duties for them that are not inconsistent with law, the corporation's Articles of Incorporation, or these Bylaws; to fix their compensation; and to require security from them for faithful service;
- ii. To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor that are not inconsistent with law, the corporation's Articles of Incorporation, or these Bylaws;
- iii. To adopt, make, and use a corporate seal and to alter the form of the seal from time to time;
- iv. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities therefor;

v. To carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity in which it may lawfully engage;

vi. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange, and expend funds and property subject to such trust;

vii. To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property; and,

viii. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose.

Section 2. Number of Directors.

The number of directors of the corporation shall be not less than three (3) or more than twenty-one (21), with the exact number to be determined from time to time by a resolution of Board, unless and until changed by amendment of these bylaws.

Section 3. Qualifications of Directors.

Qualifications for all Directors are generally the ability to attend board meetings, a willingness to actively support and promote Turtleback Elementary School, and a dedication to its educational endeavors and the purposes of this corporation. The principal of Turtleback Elementary School (the "Principal"), teachers and other appropriate school officials may attend meeting of the Board of Directors at the invitation of the Board, but will not be eligible to be Board members and will not have voting privileges.

Section 4. Election and Term of Office.

The initial directors shall be appointed by the incorporator. Subsequent directors shall be elected at an annual meeting of the Board, or by unanimous consent in lieu of such annual meeting, by the directors holding office as of the date of such meeting. Directors shall take office on June 15 after the annual meeting at which they were elected, or, if not elected at an annual meeting, on June 15 after the effective date of the unanimous written consent of directors in lieu of such annual meeting. All directors shall hold office for a term of one (1) year or until his or her successor is elected.

Section 5. Resignation and Removal.

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the chair, the president, the secretary, or the Board, unless the notice specifies a later effective time. 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 6. Vacancies.

i. A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, is removed, or otherwise becomes disqualified for any reason, or if the authorized number of Directors is increased.

ii. Notwithstanding Section 5, the Board may declare vacant the office of any Director who has been convicted of a felony, or has been found to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law or to be of unsound mind by any court of competent jurisdiction.

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

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

Section 7. Place of Meeting.

Meetings of the Board shall be held at the principal office of the corporation or at any other place within or without the State of California that has been designated in the notice of the meeting, or, if there is no such notice, by resolution of the Board.

Section 8. Annual Meeting.

The Board shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at such a time, date, and place as may be specified and noticed by resolution of the Board, but generally will be held in April or May of each calendar year.

Section 9. Regular Meetings.

Regular meetings of the Board, including annual meetings, shall be held with or without call or notice at such times and places as may from time to time be fixed by the Board.

Section 10. Special Meetings.

Special meetings of the Board for any purpose may be called at any time by the chair of the Board, if there is such an officer, the president, the secretary, or any two Directors. The party calling a special meeting shall determine the place, date, and time thereof.

Section 11.Notice of Special Meetings.

i. Special meetings of the Board may be held only after each Director has received four (4) days' notice by first-class mail or upon forty-eight (48) hours' notice delivered personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), telegraph, facsimile, electronic mail, or other electronic means.

ii. Any such notice shall be addressed or delivered to each Director at the Director's address as it is shown on the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if an address is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

iii. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

iv. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 12.Open Meetings: "Meeting" Defined.

Any parent or guardian of a student at Turtleback Elementary School may attend meetings of the Board, except when the Board adjourns to executive session to consider personnel matters, litigation in which the corporation is or may become involved, matters relating to the formation of contracts with third parties, and orders of business of a similar nature. The Board shall permit any parent or guardian of a student at Turtleback Elementary School to speak at any meeting of the Board, except for meetings of the Board held in executive session. A reasonable time limit for all parents or guardians of a student at Turtleback Elementary School to speak to the Board or before a meeting of the Board shall be established by the Board. As used in this section, "meeting" includes any congregation of a majority of the members of the Board at the same time and place to hear, discuss, or deliberate upon any item of business scheduled to be heard by the Board, except those matters that may be discussed in executive session.

Section 13.Executive Session.

The Board may, with approval of a majority of its members present at a meeting in which a quorum for the transaction of business has been established, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the

corporation is or may become involved, matters relating to the formation of contracts with third parties, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session. Any matter discussed in executive session shall be generally noted in the minutes of the immediately following meeting that is open to parents and guardians of students at Turtleback Elementary School.

Section 14.Quorum.

A majority of the Directors then in office shall constitute a quorum. 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 is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.

Section 15.Consent to Meetings.

The transactions of the Board at any meeting, however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each Director entitled to vote, not present in person signs a written waiver of notice, or a consent to the holding of such meeting, or approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting without protesting prior to or at the commencement of the meeting, the lack of notice to such Director.

Section 16.Action Without Meeting.

Any action required or permitted to be taken by the Board under any provision of the Nonprofit Public Benefit Corporation Law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent(s) shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of such Directors.

Section 17.Telephonic and Electronic Video Meetings.

Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if (i) each member participating can communicate with all other members concurrently, (ii) each member is provided the means of participating in all matters before the Board including, without limitation, the capacity to propose, or to interpose an objection to, specific action to be taken, and (iii) the corporation has adopted and implemented some means of verifying both that the person participating in the meeting is a Director or other person entitled to

participate in the meeting and that all actions of, or votes by, the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 18. Adjournment.

A majority of the Directors present, whether or not constituting a quorum, may adjourn a Board meeting. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Directors who were not present when the meeting was adjourned.

Section 19. Rights of Inspection.

Every Director has the absolute right at any reasonable time to inspect and copy the corporation's books, records, and documents, and its physical properties.

Section 20. Board Committees.

The Board may appoint an executive committee and one or more other committees each consisting of two (2) or more Directors to serve at the pleasure of the Board, and delegate to such committee any of the authority of the Board, except with respect to:

- i. The filling of vacancies on the Board or on any committee that has the authority of the Board;
- ii. The fixing of compensation of the Directors for serving on the Board or on any committee;
- iii. The amendment or repeal of bylaws or the adoption of new bylaws;
- iv. The amendment or repeal of any resolution of the Board that by its express terms is not so amendable or repealable;
- v. The appointment of other committees having the Board's authority;
- vi. The expenditure of corporate funds to support a nominee for Director if there are more people nominated for Director than can be elected; or
- vii. The approval of any self-dealing transaction as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as permitted under Section 25 of this Article.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Directors then in office, and any such committee may be designated as an executive committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members to a 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. Unless the Board, such committee, or these bylaws shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 21.Other Committees.

i. The chair of the Board (if there is such a position) or the president, subject to the limitations imposed by the Board, or the Board, may create other committees, either standing or special, to serve the Board that do not have the powers of the Board. The president, with the approval of the Board, shall appoint directors and others to serve on such committees, and shall designate the committee chair. Each member of a committee shall continue as such until the next annual election of officers and until his or her successor is appointed, unless the member sooner resigns or is removed from the committee.

ii. Meetings of a committee may be called by the chair of the Board (if there is such a position), the chair of the committee or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.

iii. Any member of a committee may resign at any time by giving written notice to the chair of the committee or to the president. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The chair or president may, with prior approval of the Board, remove any appointed member of a committee. The president, with the Board's approval, shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership for the un-expired portion of the term.

Section 22.Fees and Compensation.

Directors and members of committees shall not receive any compensation for their services; however, the Board may approve reimbursement of a Director's actual and necessary expenses incurred in the conduct of the corporation's business.

Section 23.Nonliability of Directors.

No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 24.Interested Persons.

Not more than forty-nine percent (49%) of the Directors serving on the Board may be "interested persons." An "interested person" is (i) any person compensated by the

corporation for services rendered to it within the previous twelve (12) months whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director, and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 25. Standard of Care.

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- i. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
- ii. Counsel, independent accountants, or other persons as to matters that the Director believes to be within such person's professional or expert competence; or
- iii. A committee of the Board upon which the Director does not serve as to matters within its designated authority, provided that the Director reasonably believes that such information merits confidence and the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Section 26. Self-Dealing Transactions.

Self-dealing transactions mean transactions to which the corporation is a party and in which one or more of the Directors ("Interested Director(s)") has a material financial interest. Notwithstanding this definition of self-dealing transaction, the following transactions do not constitute self-dealing transactions:

- i. An action by the Board fixing the compensation of a Director as a Director or officer of the corporation;
- ii. A transaction which is part of a public or charitable program of the corporation if the transaction is (1) approved or authorized by the corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families because they are in a class of persons intended to be benefited by the public or charitable program;
- iii. A transaction of which the Interested Directors have no actual knowledge, and which does not exceed the lesser of one percent (1%) of the corporation's gross receipts for

the fiscal year immediately preceding the year in which such transaction occurs or Ten Thousand Dollars (\$10,000).

iv. A transaction that the Attorney General has approved either before or after it was consummated.

v. A transaction with respect to which the following facts are established:

(a) The corporation entered into the transaction for its own benefit;

(b) The transaction was fair and reasonable to the corporation when the corporation entered into it;

(c) Prior to consummating the transaction or any part thereof, the Board authorized or approved the transaction in good faith by vote of a majority of the Directors then in office excluding the vote of the Interested Director(s) and with knowledge of the material facts concerning the transaction and the Interested Director's interest in it. Except as provided in paragraph (e) of this subsection, action by a committee of the Board will not satisfy this requirement; and

(d) Prior to authorizing or approving the transaction, the Board considered and in good faith determined after reasonable investigation under the circumstances that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or the corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; *or*

(e) A committee or person authorized by the Board approved the transaction in a manner consistent with the standards prescribed for approval by the Board under this subsection; it was not reasonably practical to obtain approval of the Board prior to entering into the transaction; and the Board, after determining in good faith that the conditions set forth in this paragraph (e) of this subsection were satisfied, ratified the transaction at its next meeting by a vote of a majority of the Directors then in office, excluding the vote of the Interested Director(s).

Section 27. Interested Director's Vote.

In determining whether the Board validly met to authorize or approve a self-dealing transaction, Interested Directors may be counted to determine the presence of a quorum, but an Interested Director's vote may not be counted toward the required majority for such authorization, approval, or ratification.

Section 28. Persons Liable and Extent of Liability.

If a self-dealing transaction has not been approved as provided in Section 24 of this Article, the Interested Director(s) may be required to do such things and pay such damages as a court may provide as an equitable and fair remedy to the corporation, considering any benefit received by it and whether or not the Interested Director(s) acted in good faith and with the intent to further the best interests of the corporation.

Section 29. Contracts or Transactions With Mutual Directors.

No contract or other transaction between the corporation and any other corporation, firm, or association of which one or more of the corporation's Directors are Directors is either void or voidable because such Director(s) are present at the meeting of the Board or committee thereof that authorizes, approves, or ratifies the contract or transaction if:

i. The material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s); or

ii. As to contracts or transactions not approved as provided in subsection i. of this Section, the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved, or ratified.

Notwithstanding the foregoing, this Section shall not apply to self-dealing transactions described in Section 24 of this Article above.

Section 30. Corporate Loans and Advances.

The corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a Director or officer of the corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, if, in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the corporation, its parent or any subsidiary.

Section 31. Annual Report.

Pursuant to Section 6321 of the California Nonprofit Public Benefit Corporation Law, the chief financial officer (treasurer) shall cause an annual report to be prepared and sent to each Director not later than 120 days after the close of the fiscal or calendar year. Such annual report shall be prepared in conformity with the requirements of the California Nonprofit Public Benefit Corporation Law as it may be in effect from time to time.

Section 32. Annual Statement of Certain Transactions and Indemnifications.

Pursuant to Section 6322 of the California Nonprofit Public Benefit Corporation Law, the corporation shall furnish an annual statement of certain transactions and indemnifications to each of the Directors no later than 120 days after the close of the fiscal year. If the corporation issues an annual report as set forth in Section 29 of this Article above, this requirement shall be satisfied by including the required information, as set forth below, in such report. Such annual statement shall describe:

i. Any “covered transaction” (defined below) during the previous fiscal year of the corporation involving (a) more than Fifty Thousand Dollars (\$50,000) or, (b) which was one of a number of “covered transactions” in which the same “interested person” (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The statement shall describe the names of any “interested persons” involved in such covered transactions, including such “interested person’s” relationship to the transaction, and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which the “interested person” is only a partner, only the interest of the partnership need be stated.

ii. For the purposes of this Section, a “covered transaction” is a transaction in which the corporation, its parent, or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:

(a) Any Director or officer of the corporation, or its parent or subsidiary; or

(b) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

iii. The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year of the corporation to any officer or Director of the corporation.

For purposes of this Section, any person described in either paragraph (a) or (b) of subsection ii. above is an “interested person.”

ARTICLE V

Officers

Section 1. Officers.

The officers of this corporation shall be a president, a secretary, and a chief financial officer (treasurer). The corporation may also have, at the discretion of the Board, a chair of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected or appointed by the Board. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer (treasurer) may serve concurrently as the president or chair of the Board.

Section 2. Appointment of Officers.

Except as otherwise specified in Sections 3 and 10 of this Article, the officers of the corporation shall be chosen annually by the Board and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers.

The Board may appoint 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, have such authority, and perform such duties as are provided in the bylaws or as the Board may from time to time determine.

Section 4. Chair of the Board.

The chair of the Board, if one is designated, shall preside at all meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned by the Board.

Section 5. President.

The president of the corporation has, subject to the control of the Board, general supervision, direction, and control of the day-to-day business and affairs of the corporation. The president has the general management powers and duties usually vested in the office of president of a corporation, as well as such other powers and duties as may be prescribed from time to time by the Board.

Section 6. Vice President.

In the absence or disability of the president, the vice president (or if more than one (1) vice president is appointed, in order of their rank as fixed by the Board or if not ranked, the vice president designated by the Board) shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 7. Secretary.

The secretary shall keep or cause to be kept, at the principal office of the corporation the State of California, the original or a copy of the corporation's Articles of Incorporation and bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses. The secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The secretary also shall keep or cause to be kept at the principal office, or at such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding; whether regular or special; if special how authorized; the notice thereof given; the names of those present and absent; and the proceedings thereof. The secretary shall give or cause to be given notice of all the meetings of the Board required by these bylaws or by law to be given; shall keep the seal of the corporation in safe custody; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the chief financial officer (treasurer); and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 8. Chief Financial Officer (Treasurer).

The chief financial officer (treasurer) shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all times be open to inspection by any Director. The chief financial officer (treasurer) shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board. The chief financial officer (treasurer) shall disburse the funds of the corporation as shall be ordered by the Board, and shall render to the president and the Directors, upon request, an account of all transactions as chief financial officer (treasurer). The chief financial officer (treasurer) shall present an operating statement and report, since the last preceding board meeting, to the Board at all regular meetings. The individual serving as chief financial officer (treasurer) shall have had at least three (3) years' experience in preparing and maintaining financial statements, including statements of revenues and expenses and balance sheets. The chief financial officer (treasurer) shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 9. Removal and Resignation.

Any officer may be removed, either with or without cause, by the Board at any time. In the case of an officer appointed by the president, the president shall also have the power of removal. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 11. Principal of Turtleback Elementary School. As noted above, the Principal will not be eligible to be on the Board of the corporation or to be an officer of the corporation. However, the Principal may work closely with the Board members and the officers of the corporation to suggest goals and priorities for the corporation, offer assistance to the Board and the officers with respect to goal setting and issue solving for Turtleback Elementary School, and may offer assistance to the Board with respect to planning activities for the purpose of accomplishing specific goals. It is intended that the Principal, the Board members and officers of the corporation will work in a collaborative and cooperative manner to set, prioritize and accomplish goals with the intended purpose of further

enhancing the education of Turtleback students. The Principal may encourage teachers to participate in meetings and other activities upon the request of the Board. It is intended that the Board and officers of the corporation will keep the Principal informed regarding the goals and priorities of the corporation, will present the corporation's concerns and issues to the Principal and develop a forum that allows for frank and open discussion between the Principal, on the one hand, and the Board members and officers, on the other hand.

ARTICLE VI Indemnification

Section 1. Definitions.

For the purposes of this Article, "agent" means any person who is or was a Director, officer, or employee of this corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a trustee, director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; and "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5.ii. of this Article.

Section 2. Indemnification in Actions by Third Parties.

This corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any 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 the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation.

This corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section:

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

Section 4. Indemnification Against Expenses.

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations.

Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article by:

- i. A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or
- ii. The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in

connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this corporation.

Section 6. Advance of Expenses.

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

Section 7. Other Indemnification.

No provision made by this corporation to indemnify its or its subsidiary's trustees, directors, or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, bylaws, a resolution of trustees/directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such trustees/directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5.ii., in any circumstances where it appears:

i. That it would be inconsistent with a provision of the Articles of Incorporation, these bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

ii. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance.

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

Section 10. Nonapplicability to Fiduciaries of Employee Benefit Plans.

This Article does not apply to any proceeding against any Director, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article. The corporation shall have power to indemnify such Director, investment manager, or

other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE VII
Miscellaneous

Section 1. Fiscal Year.

The fiscal year end of the corporation shall be a fiscal year ending June 30.

Section 2. Voting Shares.

The corporation may vote any and all shares held by it in any other corporation by the president or such other officer, agent or proxy as the Board may appoint; and, such officers or any of them, may likewise appoint a proxy to vote such shares.

Section 3. Inspection of Corporate Records.

The books of account and minutes of the proceedings of members and Directors, and of any executive committee or other committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any member. Such inspection may be made in person or by any agent or attorney, and shall include the right to make photocopies and extracts.

Section 4. Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned by or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board or the president.

Section 5. Endorsement or Execution of Documents and Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the chair of the Board, the president, certain designated vice-presidents, the secretary, or the chief financial officer (treasurer) of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Additionally, by resolution of the Board, general signatory authority may be granted and delegated to other persons on behalf of 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, or the chair of the Board, or the president. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation to any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

ARTICLE VIII
Effective Date and Amendments

Section 1. Effective Date.

These bylaws shall become effective immediately upon their adoption. Subject to Section 2 of this Article, amendments to these bylaws shall become effective immediately upon their adoption, unless the Board in adopting them provides that they are to become effective at a later date.

Section 2. Amendments.

These bylaws may be amended or repealed and/or new bylaws adopted by majority vote of the Board.

CERTIFICATE OF ADOPTION

I, the undersigned, do hereby certify that:

I am the Secretary of Turtleback Education Foundation, and the foregoing Amended and Restated Bylaws constitute the Bylaws of such corporation as duly adopted by the corporation's Board of Directors on May 21, 2012 which amend and restate in their entirety the Amended and Restated Bylaws of the corporation adopted by the corporation's Board of Directors on July 23, 2009.

Dated as of May 21, 2012

Susanna Walden, Secretary