

BYLAWS

OF

GENERACIÓN FLORECIENTE

A UTAH NONPROFIT CORPORATION

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ARTICLE I: OFFICES

Section 1.1 Business Offices. The principal office of the corporation will be located in Salt Lake City, Utah, and its initial principal office is located at 854 Elm Ave, Salt Lake City, Utah 84106. The corporation may have such other offices, either within or outside Utah, as the governing board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the corporation required by the Utah Revised Nonprofit Corporation Act (the “Act”) may be, but need not be, the same as the corporation's principal business office in Utah. The initial registered office is 854 Elm Ave, Salt Lake City, Utah 84106, and the name of the corporation's registered agent at that address is Barbara McCauley. The corporation's registered office and registered agent are subject to change from time to time by the board of directors, by the officers of the corporation, or as otherwise provided by the Act.

ARTICLE II: MEMBERS

The corporation need not have members, but it may have such number and classes of members as the board of directors may designate by resolution.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1 General Powers. The business and affairs of the corporation will be managed by its governing board of directors, except as otherwise provided in the Act, the articles of incorporation or these bylaws. The board shall have all the powers enumerated in these Bylaws, including but not limited to the following specific powers:

- (a) To elect and remove directors.
- (b) To elect and remove officers.
- (c) To select a Director (Chief Executive Officer) for the charter school; to establish measurable goals and objectives for the Director; to support and evaluate the Director’s performance; and, if necessary, remove the Director.
- (d) To ensure the quality of the school and its continuous improvement through ongoing evaluation of clear, measurable goals and objectives; to prepare, in collaboration with

the school Director, an annual set of measurable goals and objectives for the school and the nonprofit corporation.

(e) To establish procedures that ensure sound financial management and an efficient operation of the school.

(f) To approve reports consistent with those required by the Utah Legislature, the Utah State Charter School Board and the Utah State Board of Education.

(g) To conduct, manage and control the affairs and activities of the corporation, and to make rules and regulations.

(h) To maintain insurance on behalf of any of its directors, officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such.

(i) To enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation.

(j) To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

Section 3.2 Number, Composition, Qualifications, Election and Tenure.

(a) The number of directors of the corporation may be specified from time to time by resolution of the governing board of directors, but will not be less than five, nor more than 12. Directors must be at least eighteen years old but, unless otherwise provided herein, need not be residents of Utah or a member of the corporation. The board may elect any person who in its discretion it believes will serve the interests of the corporation faithfully and effectively.

(b) The board shall elect directors by the vote of a majority of the directors.

(c) The term of each member of the initial board of directors shall be until June 30 prior to the first operational year of the school. Prior to the beginning of the first operational year, the board shall elect directors providing for staggered terms, by designating approximately one-third of the directors to one-, two- and three-year terms. Following the expiration of those designated terms, the term of each director shall continue for three years. Directors may be elected for successive terms. A decrease in the number of directors or in the term of office does not shorten an incumbent director's term. The Board of Directors recognizes the differences between the responsibilities of the founding board and those of the operational board and understand that once school's CEO is hired and doors are open to students, the Board will begin to make the transition from a hands-on managerial board to a governance board.

(d) Once the school is operational, two directors, with one-year terms, shall be parents of currently enrolled students and selected by the parent organization. One parent director shall be a native-Spanish speaker; the other parent director shall be a native-English speaker. Parent directors may serve more than one term. These directors may be removed by a majority vote of the parent organization but not the board of directors.

(e) Once the school is operational, one teacher elected by the teaching staff shall be a non-voting director with a one-year term.

(f) Once the school is operational, one student elected by the student body shall be a non-voting director with a one-year term.

(g) Unless otherwise provided herein, the term of a director filling a vacancy expires at the end of the unexpired term that the director is filling, except that if a director is elected to fill a vacancy created by reason of an increase in the number of directors, the term of the director will expire on the term designated for the director at the time of the creation of the position being filled. Despite the expiration of a director's term, a director continues to serve until the director's successor is elected, appointed, or designated and qualifies there is a decrease in the number of directors. A director whose term has expired may deliver to the Utah Division of Corporations and Commercial Code for filing a statement to that effect.

Section 3.3 Resignation of Directors. A director may resign at any time by giving written notice of resignation to the corporation. A resignation of a director is effective when the notice is received by the corporation unless the notice specifies a later effective date. A director who resigns may deliver to the Utah Division of Corporations and Commercial Code for filing a statement that the director resigns.

Section 3.4 Removal of Directors. A director may be removed with or without cause by the vote of a majority of the directors then in office. A director elected by the board of directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members but not the board of directors. A director who is removed pursuant to this Section 3.4 may deliver to the Utah Division of Corporations and Commercial Code for filing a statement to that effect..

Section 3.5 Vacancy. Unless otherwise provided herein, if a vacancy occurs on a board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy, or if the directors remaining in office constitute fewer than a quorum of the board of directors, the remaining directors may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A vacancy that will occur at a specific later date by reason of a resignation effective at a later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.6 Meetings.

(a) The board of directors may hold regular or special meetings in or out of this state. The board of directors may permit any director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by a means permitted under this Section 3.6 is considered to be present in person at the meeting.

(b) Meetings of the board of directors shall conform to the Utah Open Meeting Act.

Section 3.7 Action Without Meeting.

(a) Any action required or permitted by the Act to be taken at a board of directors' meeting may be taken without a meeting if each and every member of the board consents in writing to the taking of that action.

(b) Action is taken under this Section 3.7 only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted.

(c) Unless otherwise provided herein, a writing described in Subsection (a) above may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document.

(d) Action taken pursuant to this Section 3.7 will be effective when the last writing necessary to effect the action is received by the corporation, unless the writings describing the action taken set forth a different effective date. Before the last writing necessary to effect the action is received by the corporation, any director who has signed a writing pursuant to this Section 3.7 may revoke the writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect to the writing is revoked.

(e) Action taken pursuant to this Section 3.7 has the same effect as action taken at a meeting of directors.

(f) Action taken pursuant to this Section 3.7 will be noted into the minutes of the next meeting.

Section 3.8 Notice of Meeting. Notice of and public participation in regular meetings of the board of directors shall comply with the Utah Open Meeting Act. Special meetings of the board of directors must be preceded by at least two days notice of the date, time, and place of the meeting, unless otherwise required by the Act.

Section 3.9 Waiver of Notice. A director may waive any notice of a meeting before or after the time and date of the meeting stated in the notice. Except as provided by this Section 3.9, the waiver must be in writing, signed by the director entitled to the notice, and be delivered to the corporation, although such delivery will not be a condition of the effectiveness of the waiver. A director's attendance at or participation in a meeting waives any required notice to that

director of the meeting unless at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and after objecting, the director does not vote for or assent to action taken at the meeting; or if special notice was required of a particular purpose under the Act or herein, the director objects to transacting business with respect to the purpose for which the special notice was required, and after objecting, the director does not vote for or assent to action taken at the meeting with respect to the purpose.

Section 3.10 Quorum and Voting.

(a) Unless a greater or lesser number is required by these bylaws, a quorum of a board of directors consists of a majority of the number of directors in office immediately before the meeting begins.

(b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors unless the vote of a greater number of directors is required by the Act or herein. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be considered to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting and authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 3.10 and as permitted by Section 16-6a-813 of the Act, directors may not vote or otherwise act by proxy. Except as otherwise provided herein, a director may grant a proxy to a person who is not a director if permitted by the bylaws.

(c) A director who is present at a meeting of the board of directors when corporate action is taken is considered to have assented to all action taken at the meeting unless the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting, and after objecting, the director does not vote for or assent to any action taken at the meeting, the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or the corporation promptly after adjournment of the meeting. The right of dissent or abstention as to a specific action is not available to a director who votes in favor of the action taken.

Section 3.11 Committees of the Board. Subject to Section 16-6a-906 of the Act, the board of directors may create one or more committees of the board and appoint one or more directors to serve on such committees. The creation of a committee of the board and appointment of directors to it must be approved by the greater of a majority of all the directors in office when the action is taken or the number of directors required by the bylaws to take action under Section 16-6a-816 of the Act. A committee of the board and the members of the committee are subject to Sections 3.6 through 3.10. Nothing in this Section 3.11 prohibits or

restricts the corporation from establishing in its bylaws or by action of the board of directors or otherwise one or more committees, advisory boards, auxiliaries, or other bodies of any kind having the members and rules of procedure as the bylaws or board of directors may provide, established to provide the advice, service, and assistance to the corporation as may be specified herein the bylaws or by the board of directors, and established to carry out the duties and responsibilities for the corporation as set forth herein or by the board of directors. Notwithstanding the preceding sentence, if any committee or other body established under has one or more members who are entitled to vote on committee matters and who are not then also directors, the committee or other body may not exercise any power or authority reserved to the board of directors in the Act or these bylaws.

Section 3.12 Compensation. Directors shall serve without compensation. However, the Board may approve reimbursement of a Director's actual and necessary expenses while conducting the business of the nonprofit corporation. The Board shall comply with Section 509(a) of the Internal Revenue Code so as to prevent the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 3.13 Emergency Powers.

(a) In anticipation of or during an emergency defined in this Section 3.13, the board of directors may modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; adopt bylaws to be effective only in an emergency; and relocate the principal office, designate an alternative principal office or regional office, authorize officers to relocate or designate an alternative principal office or regional office.

(b) During an emergency as defined this Section 3.13, unless emergency bylaws provide otherwise, notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach, and to the general public, and may be given in any practicable manner, including by publication or radio; and the officers of the corporation present at a meeting of the board of directors may be considered to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

(c) Corporate action taken in good faith during an emergency under this Section 3.13 to further the ordinary business affairs of the corporation binds the corporation and may not be the basis for the imposition of liability on any director, officer, employee, or agent of the corporation on the ground that the action was not an authorized corporate action.

(d) An emergency exists for purposes of this section if a quorum of the directors cannot readily be obtained because of a catastrophic event.

ARTICLE IV: OFFICERS AND AGENTS

Section 4.1 Number and Qualifications. The elected officers of the corporation shall be a chair, vice chair, secretary and treasurer. The board of directors may also elect or appoint such other officers as it may consider necessary. One person may hold more than one office at a time.

Section 4.2 Election and Term of Office. The elected officers of the corporation will be elected by the board of directors at each regular annual meeting. If the election of officers is not held at such meeting, such election will be held as soon as convenient thereafter. Each officer's term in one year. Officers may serve multiple and successive terms.

Section 4.3 Compensation. Officers shall serve without compensation. However, the Board may approve reimbursement of a Director's actual and necessary expenses while conducting the business of the nonprofit corporation. The Board shall comply with Section 509(a) of the Internal Revenue Code so as to prevent the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 4.4 Resignation and Removal.

(a) The board of directors may remove any officer at any time with or without cause by a majority vote.

(b) An officer may resign at any time by giving written notice of resignation to the corporation. A resignation of an officer is effective when the notice is received by the corporation unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may permit the officer to remain in office until the effective date and fill the pending vacancy before the effective date if the successor does not take office until the effective date, or remove the officer at any time before the effective date and fill the vacancy created by the removal.

(c) An officer who resigns, is removed, or whose appointment has expired may deliver to the Utah Division of Corporations and Commercial Code for filing a statement to that effect pursuant to Section 16-6a-1608 of the Act.

Section 4.5 Contract Rights with Respect to Officers. The appointment of an officer does not itself create any contractual right between the officer and the corporation. An officer's removal does not affect the officer's contractual rights, if any, with the corporation. An officer's resignation does not affect the corporation's contractual rights, if any, with the officer.

Section 4.6 Authority and Duties of Officers. The officers of the corporation will have the authority and will exercise the powers and perform the duties specified below and as may be additionally specified by the chair, the board of directors or these bylaws, except that in any event each officer will exercise such powers and perform such duties as may be required by law, including without limitation the duties according to the standards of conduct for officers set forth in Section 16-61-822 of the Act.

(a) Chair. Subject to Board control, the Chair has general supervision, direction and control of the affairs of the corporation, and such other powers and duties as the Board may prescribe. Specifically:

- (i) As the senior volunteer leader of Generacion Floreciente, presides at all meetings of the Board of Directors and other meetings as required.
- (ii) Works with the Executive Director and other board officers to develop the agendas for Board of Directors meetings.
- (iii) Recognizes his or her responsibility to set the example for other board members by contributing financially at a level that is meaningful to him/her and by playing a major role in fundraising activities.
- (iv) In conjunction with the Governance Committee, manages the development of the Board in order to help it work more effectively and efficiently.
- (v) Works with the Executive Director and other board officers to develop both immediate and long-term goals and expectations for the board that support organizational priorities and governance concerns.
- (vi) Communicates effectively with and supports the Executive Director in his/her job as manager of the school. In this capacity, focuses on ensuring that the board governs rather than manages.
- (vii) Creates a safe environment for decision-making by inviting participation, encouraging varying points of view and stimulating a frank exchange of ideas in an effort to provide shared decision-making.

(b) Vice Chair. If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe. Specifically:

- (i) The Vice Chair is the secondary volunteer leader of the Charter School and as such, discharges the duties of the Chair as required in the Chair's absence. The Vice Chair
- (ii) Supports the activities of the Chair including sharing responsibilities as appropriate.
- (iii) Supports and challenges the Chair in all his/her responsibilities to ensure organizational priorities and governance concerns are addressed in the most effective and efficient manner.

(c) Secretary. Reports to the Chair and Board of Directors. Specific responsibilities:

- (i) Provide direction and oversight for the keeping, at the principal office of the corporation or at such a place as the Board may determine, all organizational documents, including the articles of incorporation, the bylaws, adopted policies and a book of minutes of all meetings of the Directors and meetings of committees. Minutes

shall record time and place of meeting, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting and the proceedings thereof.

(ii) Present for approval by the Board copies of all minutes of meetings of the board.

(iii) In general, serves as the protocol and communications officer of the board, ensuring that the keeping and posting of meeting minutes, meeting notifications, and committee report, the adherence to open meeting laws, and other procedural requirements are followed legally and ethically.

(d) Treasurer. Reports to the Chair and the Board of Directors. Supports the CEO and business management personnel. Specific responsibilities:

(i) Provides direction for the financial management of the school and facilitates the board in meeting its financial oversight responsibilities. Works in concert with business management personnel.

(ii) Provides direction for the oversight of the school's record keeping and accounting policies.

(iii) Ensures the presentation of timely and meaningful financial reports to the board.

(iv) Ensures the development of annual budget and its submission to the Board for its approval. Leads the monitoring of budget implementation.

(v) Oversees development and board review of financial policies and procedures.

(vi) Presents the recommendation of the auditor to the Board for their approval. Leads in reviewing the results of the audit including the management letter, develops a plan for remediation, if necessary, and presents the results to the Board.

(vii) Takes responsibility for designing an annual board education program so that all board members can effectively conduct oversight of the financial health of the organization.

ARTICLE V: INDEMNIFICATION

Section 5.1 Authority to Indemnify Directors. Except as otherwise provided in this Section 5.1, the corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, against liability incurred in the proceeding if the individual's conduct was in good faith, the individual reasonably believed that the individual's conduct was in, or not opposed to, the corporation's best interests, and in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section 5.1. The corporation may not indemnify a director

in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation, or in connection with any other proceeding charging that the director derived an improper personal benefit, whether or not involving action in the director's official capacity, in which proceeding the director was adjudged liable on the basis that the director derived an improper personal benefit. Indemnification permitted under this Section 5.1 in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 5.2 Mandatory Indemnification of Directors. The corporation will indemnify a director described in this Section 5.2 against reasonable expenses incurred by the director in connection with the proceeding or claim with respect to which the director has been successful. This Section 5.2 applies to a director who was successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the corporation, or any claim, issue, or matter in the proceeding, to which the director was a party because the director is or was a director of the corporation.

Section 5.3 Advance of Expenses for Directors. The corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if the director furnishes the corporation a written affirmation of the director's good faith belief that the director has met the applicable standard of conduct described in Section 5.1, the director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance, if it is ultimately determined that the director did not meet the standard of conduct, and a determination is made that the facts then known to those making the determination would not preclude indemnification under Section 5.1. The undertaking required by this Section 5.3 will be an unlimited general obligation of the director, need not be secured, and may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under this Section 5.3 will be made in the manner specified in Section 5.4.

Section 5.4 Determination and Authorization of Indemnification of Directors. The corporation may not indemnify a director under Section 5.1 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 5.1. The corporation may not advance expenses to a director under Section 5.3 unless authorized in the specific case after the written affirmation and undertaking required by Section 5.3 are received and the determination required by this Section 5.4 has been made.

(a) The determinations required by this Section 5.4 will be made by the board of directors by a majority vote of those present at a meeting at which a quorum is present if only those directors not parties to the proceeding are counted in satisfying the quorum, if a quorum cannot be obtained under this Section 5.4, by a majority vote of a committee of the board of directors designated by the board of directors and consisting of two or more directors not parties to the proceeding, or by persons listed in Subsection (b). The directors who are parties to the proceeding may participate in the designation of directors for the committee described in this Subsection (a).

(b) The determination required to be made by Subsection (1) will be made by a person described in this Subsection (b) if a quorum cannot be obtained in accordance with Subsection (a) and a committee cannot be established under Subsection (a), or even if a quorum is obtained or a committee is designated, a majority of the directors constituting the quorum or committee directs. If a condition described in Subsection (a) is met, the determination required to be made this Section 5.4 will be made:

(i) by independent legal counsel selected by a vote of the board of directors or the committee in the manner specified in Subsection (a), or if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board of directors; or

(ii) by the voting members, but a voting member may not vote on the determination if the voting member is a director and at the time seeking indemnification.

(c) An authorization of indemnification and advance of expenses will be made in the same manner as the determination that indemnification or advance of expenses is permissible; provided, however that if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses will be made by the body that selected the independent legal counsel.

Section 5.5 Indemnification of Officers, Employees, Fiduciaries and Agents. To the same extent as a director, an officer of the corporation is entitled to mandatory indemnification under Section 5.2. The corporation may indemnify and advance expenses to an officer, employee, fiduciary, or agent of the corporation to the same extent as to a director, and the corporation may indemnify and advance expenses to an officer, employee, fiduciary, or agent who is not a director to a greater extent if provided for herein, by a general or specific action of its board of directors; or by contract.

Section 5.6 Insurance. The corporation may purchase and maintain liability insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the corporation, or while serving as a director, officer, employee, fiduciary, or agent of a the corporation at the request of the corporation, is or was serving as a director, officer, partner, trustee, employee, fiduciary, or agent of another foreign or domestic nonprofit corporation, other person, or an employee benefit plan; and against liability asserted against or incurred by the person in that capacity or arising from the person's status as a director, officer, employee, fiduciary, or agent, whether or not the corporation would have power to indemnify the person against the same liability under this Article 5. Insurance may be procured from any insurance company designated by the board of directors, whether the insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which the corporation has an equity or any other interest through stock ownership or otherwise.

Section 5.7 Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the corporation will neither indemnify any person nor purchase any insurance in any manner or to any extent that would violate the Act or jeopardize or be inconsistent with qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

ARTICLE VI: LIMITATION ON LIABILITY

No director or officer of this corporation will be personally liable to the corporation for civil claims arising from acts or omissions made in the performance of such person's duties as a director or officer, unless the acts or omissions are the result of such person's intentional misconduct.

ARTICLE VII: MISCELLANEOUS

Section 7.1 Account Books, Minutes, Etc. The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its board of directors and committees. All books and records of the corporation may be inspected by any director or such director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 7.2 Fiscal Year. The fiscal year of the corporation begins on July 1 of each year and ends on June 30 of the following year, subject to change by the board of directors.

Section 7.3 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons will have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation will be authorized only in the manner prescribed by applicable statute.

Section 7.4 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general charitable and tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation reserves all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation will acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 7.5 Conflicts of Interest. As used in this Section 7.5, "conflicting interest transaction" means a contract, transaction, or other financial relationship between the corporation and a director or officer of the corporation, a party related to a director or officer, or an entity in

which a director or officer of the corporation is a director or officer or has a financial interest. The corporation may not enter into a conflicting interest transaction unless the material facts as to the director or officer's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the directors entitled to vote on the conflicting interest transaction and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the directors entitled to vote thereon, or the conflicting interest transaction is fair as to the corporation. A director with a conflicting interest shall recuse themselves from both the vote on and the discussion of the conflicting interest transaction. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee that authorizes, approves, or ratifies the conflicting interest transaction.

Section 7.6 Loans to Directors and Officers Prohibited. No loans will be made by the corporation to any of its directors or officers.

Section 7.7 References to Internal Revenue Code and the Act. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and will include the corresponding provisions of any subsequent federal tax laws. All references in these bylaws to the Act are to the Utah Revised Nonprofit Corporation Act, as amended, and will include the corresponding provisions of any subsequent revisions or provisions of the Act.

Section 7.8 Amendments. The board of directors may alter, amend or repeal these bylaws and adopt new bylaws at any time. Action by the board of directors to adopt or amend bylaws that change the quorum or voting requirement for the board of directors must meet the greater of the quorum and voting requirement for taking the action then in effect or proposed to be adopted.

Section 7.9 Severability. The invalidity of any provision of these bylaws will not affect the other provisions hereof, and in such event these bylaws will be construed in all respects as if such invalid provision were omitted.

Section 7.10 Execution of Instruments. Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power to bind the corporation by any contract or engagement, to pledge the corporation's credit, or to render it liable monetarily for any purpose of any amount.

Section 7.11 Checks and Notes. Except as otherwise specifically provided by board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation may be signed by the Chair, other directors and the school Director as designated by the board.

(END)

BYLAWS CERTIFICATE

The undersigned certifies that he or she is the Chair of Generacion Floreciente, a Utah nonprofit corporation, and that, as such, he or she is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: 3-15, 2011.

Barbara Lovejoy, Chair