

AMENDED AND RESTATED BYLAWS

OF

Diego Plus Education Corporation a California Nonprofit Public Benefit Corporation

The Bylaws of DIEGO PLUS EDUCATION CORPORATION, a California nonprofit public benefit corporation (the "Corporation"), are hereby amended and restated in their entirety, as of August 20, 2020 (the "Effective Date"), as follows:

ARTICLE I. **OFFICES**

1.1. PRINCIPAL OFFICE. The location of the principal office of the Corporation shall be at any place within San Diego County, California as the Board of Directors of the Corporation ("Board of Directors" or "Board") shall determine.

1.2. OTHER OFFICES. The Corporation may also establish offices at such other places within the State of California, as the Board of Directors may from time to time determine or the activities of the Corporation may require.

ARTICLE II. **OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this Corporation shall be to operate one or more California public charter schools pursuant to charters granted under the California Charter Schools Act of 1992.

ARTICLE III. **NONPARTISAN ACTIVITIES**

The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law (the "Law") for the public, nonprofit, nonpartisan, and charitable purposes described in its Articles of Incorporation. Notwithstanding any other provision in these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"), or (b) by a corporation contributions to which are deductible under IRC Section 170(c)(2).

**ARTICLE IV.
DEDICATION OF ASSETS**

The properties and assets of this Corporation are irrevocably dedicated to the charitable purposes described in Article III above and in the Articles of Incorporation of this Corporation. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of its Directors or Officers, or to any individual. On liquidation or dissolution of this Corporation, all remaining assets of this Corporation, after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed and paid over to an organization dedicated to charitable purposes that is exempt from federal income tax under IRC Section 501(c)(3) and that is exempt from California income tax under Section 23701d of the California Revenue and Taxation Code.

**ARTICLE V.
NONMEMBERSHIP CORPORATION**

The Corporation shall have no members within the meaning of the Law.

**ARTICLE VI.
DIRECTORS**

6.1. POWERS. Subject to the provisions of the Law, and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all of the other Officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; to approve indemnification of Directors, Officers and agents pursuant to Article IX of these Bylaws; fix their compensation; and require from them security for faithful service;

(b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations that are consistent with law, the Articles of Incorporation, and these Bylaws, as they deem to be appropriate and in the best interests of the Corporation;

(c) To adopt, make, and use a corporate seal; and to alter the form of such seal;

(d) To borrow money and to incur indebtedness on behalf of the Corporation, and to cause to be executed and delivered for the purposes of the corporation, in the corporate name,

promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities;

(e) To change the principal executive office or the principal office in the State of California from one location to another within the County of San Diego, State of California; and designate any place within the County of San Diego for the holding of any meetings or meetings, including annual meeting, subject to the limitations set forth in California Education Code Section 47604.1 (“Ed Code 47604.1”);

(f) To receive endowments, devises, bequests, gifts, and donations of all kinds of property for its own use, or in trust, in order to carry out or to assist in carrying out, the objects and purposes of the corporation and to do all things and acts necessary or proper to carry out each and all of the purposes and provisions of such endowments, devises, bequests, gifts, and donations with full power to mortgage, sell, lease, or otherwise to deal with or dispose of the same in accordance with the terms thereof;

(g) To sell any property, real, personal, or mixed, owned by the Corporation at any time, and from time to time upon such terms as the Board of Directors may deem advisable, at public or private sale, for cash or upon credit;

(h) To retain sums received by the Corporation uninvested if, in the discretion of the Board of Directors, such sums cannot be invested advantageously;

(i) To retain all or any part of any securities or property acquired by the Corporation in whatever manner, and to invest and reinvest any funds held by the Corporation, according to the judgment of the Board of Directors without being restricted to the class of investments that the Board of Directors is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under IRC Section 501 or Section 23701 of the California Revenue and Taxation Code; and

(j) To invest funds received by the Corporation in stocks, bonds, mortgages, loans, whether secured or unsecured, or other investments as the Board of Directors shall deem advisable.

6.2. NUMBER AND QUALIFICATION. The authorized number of Directors shall be no less than three (3) and no more than five (5), unless changed by duly adopted amendments to these Bylaws.

6.3. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No Director shall own any interest in any vendor or other business entity with which the Corporation engages in any business or contractual relationship of any kind. In addition, each Director shall be subject to the requirements of Article XII below.

6.4. TERM OF OFFICE. Each Director shall hold office for a term of one (1) year; such terms to commence on July 1 and end on June 30 of the subsequent year.

6.5. REMOVAL WITH CAUSE. A Director shall be removed from the Board upon the occurrence of any of the following: (a) a declaration by a final order of court that a Director is of unsound mind; (b) a conviction of a director for a felony; or (c) a finding by a final order of judgment of any court that a Director has breached a duty under Article 3 of Chapter 2 of the Law.

6.6. REMOVAL WITHOUT CAUSE. Any Director may be removed from office without cause by a vote of at least two-thirds (2/3) of the Directors entitled to vote and present at any meeting of the Board of Directors at which a quorum is present.

6.7. RESIGNATION. Except as provided below, any Director may resign by giving written notice to the Board President, if any, or to the secretary, or to the Chief Executive Officer of the Corporation. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of California, no Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs.

6.8. VACANCIES. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority vote of the Directors remaining in office even if they constitute less than a quorum. A director appointed to fill a vacancy shall take office immediately upon appointment and shall hold office for the unexpired term of his or her predecessor.

6.9. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. All meetings, whether annual, regular, special or emergency, of the Board of Directors shall be noticed and held in conformity with the Ralph M. Brown Act (codified in California Government Code sections 54950 et seq., the "Brown Act"), Education Code Section 47604.1 and these Bylaws. Regular meetings of the Board of Directors may be held at any place within San Diego County, California as designated from time to time by resolution of the Board. Special meetings of the Board of Directors may be held at any place in San Diego County, California as designated in the notice of any such meeting. The Board of Directors shall meet regularly at such times as determined by the Board of Directors. For any annual, regular or special meeting of the Board of Directors, a two-way teleconference location shall be established at each school site or resource center operated by the Corporation to ensure that the public may attend via teleconference. Directors participating in any meetings via teleconference shall be deemed to be present in person at such meeting.

6.10. ANNUAL MEETINGS. The Board of Directors shall hold an annual meeting each year on a date and at a time as may be fixed, designated and noticed by the Chief Executive Officer of the Corporation or the Board of Directors in accordance with the Law. At each such meeting, any

business of the Board of Directors may be conducted. At such annual meeting, Officers shall be elected and any other proper business may be transacted.

6.11. QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.14 below. Every act or decisions done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors subject to the provisions of Section 5212 of the Code (as to appointment of committees), Section 5233 of the Code (as to approval of contracts or transactions in which a Director has a direct or indirect material financial interest), and Section 5238 of the Code (as to indemnification of Directors). 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, or such greater number as is required by the Articles of Incorporation, these Bylaws, or the Law.

6.12. COMMITTEES. The Board of Directors may designate one or more committees consisting of two (2) or more Directors and such non-directors as the Board of Directors shall determine. The Board of Directors may designate one (1) or more Director(s) or non-Director(s) as alternate members of any committee who may replace any absent member at any meeting of the committee.

6.13. WAIVER OF NOTICE; CONSENT. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of meeting shall also be deemed given to any Director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that Director.

6.14. ADJOURNMENT. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

6.15. FEES AND COMPENSATION. Directors (i) may receive reasonable compensation for their services in the form of a stipend in an affixed amount per Board meeting attended as determined by a resolution the Board of Directors and (ii) shall be reimbursed for the Directors' reasonable expenses incurred in connection with their service as Directors.

ARTICLE VII. COMMITTEES

7.1. COMMITTEES. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two (2)

or more Directors, and such non-Directors as the Board shall determine, to serve at the pleasure of the Board. The Board may designate one or more Directors or non-Directors, as alternate members of any committee, who may replace any absent member at any meeting of the committee.

7.2. AUDIT COMMITTEE. Except as otherwise provided in this Section, the Board of Directors may appoint an Audit Committee to oversee the preparation of annual audited financial statements. The Audit Committee may include individuals who are not members of the Board of Directors, but the members of the Audit Committee shall not include any members of the staff, including the Chief Executive Officer and the Chief Financial Officer. Members of the Audit Committee shall not receive any compensation from the Corporation in excess of the compensation, if any, received by members of the Board of Directors for service on the Board and shall not have a material financial interest in any entity doing business with the Corporation.

Subject to the supervision of the Board of Directors, the Audit Committee shall have the following responsibilities:

- (a) Recommending to the Board of Directors the retention and termination of the independent auditor selected to prepare the Corporation's audited financial statements;
- (b) Negotiating the compensation of the independent auditor on behalf of the Board of Directors;
- (c) Conferring with the auditor to satisfy the Audit Committee members that the financial affairs of Corporation are in order;
- (d) Reviewing and determining whether to accept the audit prepared by the independent auditor; and
- (e) Approving the performance of any non-audit related services provided by the independent auditor.

7.3. AUTHORITY. Subject to any limitations in the Brown Act, any committee consisting of a majority of the Directors shall, to the extent provided in the resolution of the Board, have all the authority of the Board, except for:

- (a) The filling of vacancies in any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; and
- (d) The appointment of any other committees of the Board of Directors or the members of these committees.

Notwithstanding the foregoing, if a committee has one (1) or more members who are not Directors, the committee shall not have the authority of the Board, but rather shall act only in an advisory capacity and present its findings and recommended course of action to the Board, for vote by the Board.

7.4. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by and held and taken in accordance with the provisions of Article VI of these Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the committee and the committee members for the Board of Directors, except that the time of regular and special meetings of committees and the calling of such meetings may be set either by resolution of the Board of Directors or by resolution of the committee. Notice of special meetings of committees shall also be given to all alternate committee members, who shall have the right to attend all meetings of the committee; and any committee not consisting of a majority of Directors shall not have the authority of the Board. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

**ARTICLE VIII.
OFFICERS**

8.1. OFFICERS. The Officers of the Corporation shall be a Chief Executive Officer, Secretary and Chief Financial Officer. The Corporation, at the Board's direction, may have such other Officers as may be appointed under Section 8.3 below. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chief Executive Officer or the Board President, if any.

8.2. ELECTION. The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of Section 8.3 or Section 8.5, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment.

8.3. OTHER OFFICERS. The Board of Directors may appoint, and may empower the Chief Executive Officer of the Corporation to appoint, such other Officers as the activities 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 of Directors may from time to time determine.

8.4. REMOVAL AND RESIGNATION. Subject to the rights, if any, of any Officer under any contract of employment, any Officer may be removed, either with or without cause, by the Board of Directors or, except in case of an Officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors.

(a) Any Officer may resign at any time by giving written notice to the Corporation. 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. Any such resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

8.5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

8.6. CHIEF EXECUTIVE OFFICER. Subject to such supervisory powers, if any, as may be given by the Board of Directors, the Chief Executive Officer of the Corporation shall be the leader of the Officers and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business of the Corporation. He or she shall preside over meetings of the Board of Directors in the absence of a Board President. The Chief Executive Officer shall exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by these Bylaws.

8.7. PRESIDENT/VICE PRESIDENTS. In the absence or disability of the Chief Executive Officer, the President, if any, then the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the Chief Executive Officer, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chief Executive Officer. The President and/or Vice President(s) shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws and the Chief Executive Officer or the Board President, if any.

8.8. SECRETARY. The Secretary shall:

(a) Keep, or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, and committees of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors and committee meetings, and the proceedings thereof, and the votes or abstentions on motions coming before the Board of Directors;

(b) Keep or shall cause to be kept, at the principal California office, copies of the Articles of Incorporation, Bylaws, any other key corporate documents; and

(c) Give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given, and he or she shall keep the seal of the Corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

8.9. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall:

(a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation,

including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall at all reasonable times be open to inspection by any Director.

(b) The Chief Financial Officer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. He or she shall distribute, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors; shall render to the Chief Executive Officer and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

9.1. DEFINITIONS. For the purposes of this Article IX, the definition of the terms "agent", "proceeding", and "expenses" shall be governed by Section 5238 of the Code.

9.2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. The Corporation shall have power to 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 the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the Code, or an action brought by the Attorney General of California or a person granted relator status by the Attorney General of California 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 the 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 the 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 the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

9.3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation shall have power to 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 the Corporation, or brought under Section 5233 of the Code, or brought by the Attorney General of California or a person granted relator status by the Attorney General of California 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 9.3 for any of the following:

(a) Any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such action was brought 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;

(b) Amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) 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 of California.

9.4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 9.2 or 9.3 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.

9.5. REQUIRED DETERMINATIONS. Except as provided in Section 9.4, any indemnification under this Article shall be made by the 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 9.2 or 9.3 by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the 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 the Corporation.

9.6. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the 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 IX.

9.7. OTHER INDEMNIFICATION. No provision made by the Corporation to indemnify its Directors or Officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of directors, an agreement, or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such Directors and Officers may be entitled by contract or otherwise.

9.8. FORMS OF INDEMNIFICATION NOT PERMITTED. No indemnification or advance shall be made under this Article IX, except as provided in Section 9.4 or Section 9.5(b), in any circumstance if it appears that:

(a) It would be inconsistent with a provision of the Articles of Incorporation, 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

(b) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

9.9. INSURANCE. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the 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 the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article IX; provided, however, that the 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 Code.

ARTICLE X. RECORDS AND REPORTS

10.1. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep (a) adequate and correct books and records of account kept either in written form or in any other form capable of being converted into written form and (b) minutes, in written form, of the proceedings of the Board of Directors and committees of the Board. All such records shall be kept at the Corporation's principal executive office.

10.2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The Corporation shall keep at its principal executive office the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, that shall be open to inspection by the Directors at all reasonable times during office hours.

10.3. INSPECTION. Every Director shall have the absolute right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical

properties of the Corporation. Such inspection by a Director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

10.4. PUBLIC RECORDS ACT. The Corporation shall comply with applicable provisions of the California Public Records Act (as codified as Chapter 3.5 of Division 7 of Title 1, of the California Government Code).

10.5. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to the directors within 120 days of the Corporation's fiscal year end. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes; and
- (e) Any information required by this Section 10.5.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The Corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

10.6 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS. The Corporation shall furnish any required statements to comply with Section 6322 of the Code.

ARTICLE XI. GENERAL MATTERS

11.1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. 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, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

11.2. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED.

Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an Officer, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

11.3. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, the masculine gender includes the feminine and neuter, and the term "person" includes both a corporation and a natural person. All references in these Bylaws to the Law, the Law, or to the Code shall be deemed to be those in effect from time to time.

ARTICLE XII.

CONFLICTS OF INTEREST; LOANS TO DIRECTORS AND OFFICERS

12.1. CONFLICTS OF INTEREST. Each Director, Officer or member of a Board-established committee of this Corporation shall comply with: (a) the applicable requirements of the Political Reform Act of 1974 (Title 9 (commencing with section 81000) of the California Government Code); and (b) California Government Code Section 1090 (except as allowed under Education Code section 47604.1(d)).

12.2. NO LOANS TO DIRECTORS AND OFFICERS. The Corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE XIII.

AMENDMENTS

13.1. AMENDMENTS TO BYLAWS. These Bylaws may be amended, restated, or repealed, in whole or in part, at any meeting of the Board of Directors by a majority vote of the Directors then in office.

13.2. AMENDMENTS TO ARTICLES OF INCORPORATION. The Articles of Incorporation may be altered, amended, or restated at any meeting of the Board of Directors by a majority vote of the Directors then in office.

ARTICLE XIV.

FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

ARTICLE XV.

WINDING UP AND DISSOLUTION

15.1. PROCEDURE. This Corporation may be wound up and dissolved upon a seventy percent (70%) or more vote of the Board of Directors.

CERTIFICATE OF SECRETARY

The undersigned, being the duly elected and acting Secretary of Diego Plus Education Corporation, a California nonprofit public benefit corporation, does hereby certify that the foregoing Bylaws constitute the Bylaws of this Corporation as duly adopted on August 20, 2020.

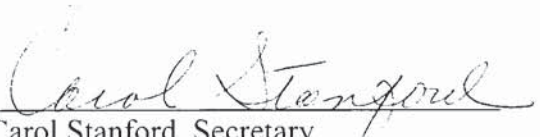
IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of August, 2020.

Carol Stanford, Secretary

CERTIFICATE OF SECRETARY

The undersigned, being the duly elected and acting Secretary of Diego Plus Education Corporation, a California nonprofit public benefit corporation, does hereby certify that the foregoing Bylaws constitute the Bylaws of this Corporation as duly adopted on August 20, 2020.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of August, 2020.



Carol Stanford, Secretary
Secretary