

**BYLAWS
OF
JARDÍN DE LA INFANCIA**
a California Nonprofit Public Benefit Corporation

**ARTICLE I
NAME**

Section 1. Name. The name of this corporation shall be Jardín de la Infancia.

**ARTICLE II
OFFICES**

Section 1. Principal Office. The principal office for the transaction of the business of the Jardín de la Infancia corporation ("principal executive office") is located at 1400 S Broadway Street, the City of Los Angeles, County of Los Angeles, State of California. The board of directors may, at any time, or from time to time, change the principal office from one location to another.

Section 2. Other Offices. The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

**ARTICLE III
OBJECTIVES AND PURPOSES**

Section 1. General and Specific Purposes. The corporation has been formed for charitable purposes, to provide quality education and community resources to the low-income, largely immigrant Latino population located in the central region of Los Angeles.

In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. However, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, provided, however, that in no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue code.

**ARTICLE IV
NONPARTISAN ACTIVITIES**

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence

legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V DEDICATION OF ASSETS

Section 1. Dedication of Assets. The property and assets of this corporation are irrevocably dedicated to, charitable and/or educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation designated by the Board of Directors of this corporation and which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI MEMBERSHIP

Section 1. Corporation Without Members. The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code. Upon designation of criteria for advisory membership by the board of directors, the corporation may have advisory members who are not members within the meaning of Section 5056 of the California Corporations Code.

ARTICLE VII DIRECTORS

Section 1. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable law, the articles of incorporation and these bylaws the business 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. The board of directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, 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 of directors. In order to preserve the non-profit, exempt from income tax status of the corporation, neither the board nor any director shall do any act, or authorize or suffer the doing of any act by an officer or employee of the corporation, on behalf of the corporation, which is inconsistent with the articles or these bylaws or the nonprofit purpose of the corporation. Any such act or acts shall be null and void.

Section 2. Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- a. Select and remove all 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.
- b. Change the principal executive office or the principal business office in the State of California from one location to another, subject to the jurisdictional limitations imposed under the charter.
- c. Adopt, make, and use a corporate seal; and alter the form of the seal.
- d. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. Number and Qualification of Directors. The number of directors shall be no less than six (6) and no more than seven (7). Interested persons, as defined under all applicable conflict of interest laws, shall not be eligible for service on the Board of Directors. All directors shall have voting rights, including any representative appointed by the charter authorizer as per Education Code section 47604(b). All directors shall be elected by the existing Board of Directors.

Section 3. Election and Term of Office of Directors. Directors shall be elected at each annual meeting of the board of directors to hold office until the next annual meeting; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may; be elected at any special meeting of the board of directors held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special meeting of the board of directors, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Directors may serve any number of consecutive terms.

Section 4. Vacancies shall be addressed as follows:

Events causing vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director, (ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached any duty under Section 5230 through Section 5237 of the California Nonprofit Corporation Law, (iii) the vote of a majority of all the directors of the corporation to remove a director, (iv) the increase of the authorized number of directors, or (v) the failure of the directors, at any meeting of directors at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective in giving notice to the chairman of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the

resignation becomes effective. Except upon notice to the Attorney General, no director may resign when the corporation would then be left without a duly elected director in charge of its affairs.

Vacancies filled by board. Vacancies in the board of directors may be filled by an affirmative vote of the majority of the remaining directors, though less than a quorum, or by a sole remaining director, except that a vacancy created by the removal of a director by the vote of the directors of the corporation or by court order may be filled only by the vote of a majority of the directors entitled to vote represented at a duly held meeting at which a quorum is present. Each director so elected shall hold office until the next annual meeting of the directors and until a successor has been elected and qualified.

No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5. Place of Meetings. Regular meetings of the board of directors shall be held at the principal office of the corporation, and may also be held at any place within the boundaries of Jardin de la Infancia authorizer that has been designated in the notice of the meeting and in compliance with all provisions of the Ralph M. Brown Act ("Brown Act") (Chapter 9, commencing with Section 54950 of Division 2 of Title 5 of the Government Code).

Section 6. Telephone/Virtual Meetings. Members of the Board may participate in meetings virtually or by telephone so long as all of the following Brown Act requirements are met:

- a. If the Board elects to use teleconferencing, in addition to the posting requirements at the school site and also on the school's website, it shall post agendas at all teleconference locations with each teleconference location identified in the notice and agenda;
- b. At minimum, a quorum of the members of the Board shall participate in the meeting from locations within the boundaries of the authorizer where the charter school operates;
- c. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board directly at each teleconference location;
- d. All locations from which a Board member participates must be fully accessible to members of the public; and
- e. All votes taken during a teleconference meeting shall be by roll call.

Section 7. Annual Meeting. The annual meeting of the board of directors shall be held each year on a date and at a time designated by the board of directors as part of adopting a regular Board meeting schedule. The date so designated shall be within fifteen (15) months after the last annual meeting. At each annual meeting directors shall be elected, officers shall be appointed, and any other proper business may be transacted. The annual meeting and all other meetings of the board, whether annual, regular, or special, shall comply with the provisions of the Brown Act.

Section 8. Other Regular Meetings. Other regular meetings of the board of directors shall be noticed and held in accordance with the Brown Act, and in accordance with a regular meeting schedule to be approved by the Board at the start of each school year. The Board shall meet regularly at least 4 times per year.

In addition to the notice to be provided in accordance with the Brown Act at least seventy-two (72) hours in advance of each regular Board meeting, notice of the date, time and place of meetings shall also be delivered personally to each director or communicated to each director by telephone (including a voice messaging system which records and communicates messages), facsimile, electronic mail, telegraph, express mail service, first class mail or by other means of written communication, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation, deposited in the mails or given to the telegraph company or express mail company or other carrier at least seventy-two (72) hours prior to the date of the meeting.

Section 9. Special Meetings. Special meetings of the board of directors for any purpose or purposes may be called at any time by the presiding officer of the board (the Chair or, if none, the President), or by a majority of the board.

Notice of the special meeting shall be provided to the public in the manner required by the Brown Act, at least twenty-four hours in advance of the special meeting. Notice of the date, time, and place of meetings shall be posted in a public place at least 24 hours prior to the date of the meeting. The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

Additionally, notice of the date, time, and place of meetings shall be delivered personally to each director or communicated to each director by telephone (including a voice messaging system which records and communicates messages), facsimile, or electronic mail at least forty-eight (48) hours prior to the meeting, or communicated by telegraph, express mail service, first class mail, or by other means of written communication, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation at least four (4) days before the date of the meeting. The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

Section 10. Quorum. A majority of the directors currently in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VII. 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 shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law, the articles of incorporation or these bylaws, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. Directors may not vote by proxy.

Section 11. Adjournment. A majority of the directors' present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12. Notice of Adjournment. Notice of adjournment to another time or place shall be given, prior to the time scheduled for continuation of the meeting, to the

directors who were not present at the time of adjournment, and to the public in the manner required by the Brown Act by conspicuously posting the notice on or near the door of the place where the meeting was held within 24 hours of adjournment. The notice must include the date, time, and location of the meeting, and must be given in the same manner as given in a special meeting.

Section 13. Compensation and Reimbursement. Directors may not receive compensation for their services as director and officers, only such reimbursement of expenses as the Board of Directors may establish by resolution to be just and reasonable as to the corporation at the time the resolution is adopted.

ARTICLE VIII COMMITTEES

Section 1. Committees of Directors. The board of directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more advisory committees, each consisting of two or more directors, and may include persons not on the board, to serve at the pleasure of the board. The board may designate one or more directors as alternate members of any committee who may replace any absent member at any meeting of the committee.

Committees possessing the authority of the board (i.e. non-advisory committees) shall be composed of two or more directors, and no one who is not a director, as required by the California Corporations Code. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may;

- a. take any final action on matters which, under the Non-profit Corporation Law of California, also requires approval of the directors or approval of a majority of all directors;
- b. fill vacancies on the board of directors or in any committee;
- c. amend or repeal bylaws or adopt new bylaws;
- d. amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- e. appoint any other committees of the board of directors or the members thereof;
- f. expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- g. approve any transaction which is defined as a self-dealing transaction in Section 5233 of the California Corporations Code, except as such approval may be allowed by said section.

No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the board of directors.

Section 2. Meetings and Action of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of these bylaws, and with the Brown Act. Minutes shall be kept of each meeting of any

committee and shall be filed with the corporate records. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE IX OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a chairman of the board, a president, a secretary, and a chief financial officer (or "treasurer"). Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

In addition to the duties specified in this Article IX, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, subject to control of the board of directors, and shall perform such additional duties as the board of directors shall from time to time assign.

Section 2. Election of Officers. The officers of the corporation shall be chosen by the board of directors at its annual meeting, and each shall serve at the pleasure of the board.

Section 3. Subordinate Officers. The board of directors may appoint, and may authorize the chairman of the board or the president or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the board of directors.

Section 4. Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board, or, except in case of an officer chosen by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

Section 5. Resignation of Officers. Any officer may resign at any time by giving notice to the board of directors, the chairperson of the board, the president, or the secretary of the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by majority vote of the board.

Section 7. Chairman of, the Board. If such an officer be elected, the chairman of the board shall preside at all meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the bylaws. If there is no president, the chairman

of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 8 of this Article.

Section 8. President. Subject to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, the president shall, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. In the absence of the chairman of the board, or if there be none, the president shall preside at all meetings of the board of directors. The president shall have such other powers and duties as may be prescribed by the board of directors or the bylaws. The president shall be the chief executive officer of the corporation unless the chairman of the board, if any, is so designated.

Section 9. Secretary. The secretary shall attend to the following: Book of minutes. The secretary shall 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, committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of directors present or represented at directors' meetings, and the proceedings of such meetings.

Notices, seal and other duties. The secretary shall 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. The secretary shall keep the seal of the corporation in safe custody. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

Section 10. Chief financial officer. The chief financial officer shall 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 be open to inspection by any director at all reasonable times. The chief financial officer shall disburse the funds of the corporation as may be ordered by the board of directors and the chief financial officer shall render to the president and directors, whenever they request it, an account of all transactions effected by the chief financial officer and of the financial condition of the corporation. The chief financial officer shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

If required by the board of directors, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of such office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under control of the chief financial officer on such officer's death, resignation, retirement, or removal from office.

ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. Definitions. For the purpose of this Article,

- a. "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation;
- b. "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- c. "expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses actually and reasonably incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses actually and reasonably incurred in establishing a right to indemnification under this Article.

Section 2. Actions Other Than by or on Behalf of the Corporation. This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceedings (other than an action by or in the right of this corporation or an action brought under Section 5233 of the California Corporations Code or an action brought by the Attorney General or any 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 that person acted in good faith and in a manner that 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 that 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. Actions by or on Behalf of the Corporation. This corporation shall 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 on the ground of self-dealing as defined in Section 5233 of the California Corporations Code 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 that person is or was an agent of this corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of this 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 3:

- a. in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this corporation in the performance of that person's duty to this corporation, unless and only to the extent that the court in which that action was brought shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
- b. of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- c. of expenses incurred in defending 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. Successful Defense by Agent. 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 Approval. 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 on 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:

- a. a majority vote of a quorum consisting of directors who are not parties to the proceeding;
- b. approval by the affirmative vote of a majority of the votes represented and voting at a duly held meeting of the members at which a quorum is present or by the written consent of a majority of the required quorum of members. For this purpose, the person to be indemnified shall not be entitled to vote thereon; or
- c. the court in which the proceeding is or was pending, on 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. Advances of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. Contractual Rights of Those Not Directors or officers. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary thereof, may be entitled by contract or otherwise.

Section 8. Limitations. No indemnification or advance shall be made under this Article, except as provided in Section 4 or Section 5(c), in any circumstance where it appears:

- a. that it would be inconsistent with a provision of the articles, a resolution of the members 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. that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance. Upon and in the event of a determination by the board of directors of this corporation to purchase such insurance, this corporation shall 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 this corporation would have the power to indemnify the agent against that liability under the provisions of this section. Notwithstanding the foregoing, the corporation shall not purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Corporations Code.

Section 10. Fiduciaries of Corporate Employee Benefit Plan. This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XI RECORDS AND REPORTS

Section 1. Inspection Rights Generally. Any inspection rights set forth in this Article may be exercised in person or by an agent or attorney and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

Section 2. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal executive office the original or a copy of the articles and bylaws as amended to date.

Section 3. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the board of directors and any committee (s) of the board of directors shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 4. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations.

Section 5. Annual Report to Directors. The corporation shall provide to the directors an annual report, prepared within 120 days of the close of its fiscal year, containing the following information in reasonable detail:

- 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, for the fiscal year.
- c. The revenue or receipts, both unrestricted and restricted to particular purposes, of the corporation for the fiscal year.
- d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- e. Any information required by California Corporations Code Section 6322.

The annual report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 6. Annual Statement of General Information. The corporation shall, during the period commencing on the 1st day of October and ending on the 30th day of March of every other year, file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the names and complete business or residence addresses of the chief executive officer, secretary and chief financial officer, the street address of its principal executive office or principal business office in this state, and a designation of the agent of the corporation for the purpose of service of process, all in compliance with Section 6210 of the Corporations Code of California. **[NOTE THIS IS A BIENNIAL FILING REQUIREMENT, NOT ANNUAL.]**

ARTICLE XII FISCAL YEAR

Section 1. Fiscal Year. The fiscal year for this corporation shall begin on July 1 and shall end on June 30.

ARTICLE XIII GENERAL CORPORATE MATTERS

Section 1. Checks, Drafts, Evidence 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.

Section 2. Corporate Contracts and Instruments; How Executed. The board of directors, except as otherwise provided in these bylaws, 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 this 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.

Section 3. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIV AMENDMENTS AND REVISIONS

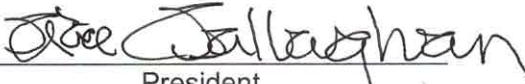
These bylaws may be adopted, amended or repealed by the vote of a majority of the directors then in office at a meeting held in accordance with the Brown Act, except that no amendment shall change any provision of the charter that created Jardin de la Infancia charter school, or make any provisions of these bylaws inconsistent with that charter, the corporation's Articles of Incorporation, or any applicable laws.

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CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently acting secretary of Jardín de la Infancia, a California nonprofit public benefit corporation, and the above bylaws, consisting of 13 pages, are the bylaws of this corporation as adopted and amended by the Board of Directors on January 29, 2025 and that they have not been amended or modified since that date.

Executed on January 29, 2025, at Los Angeles, California.



President