



BY-LAWS OF
INTERNATIONAL COMMUNITY SCHOOL, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION.

ARTICLE 1. OFFICES

The principal office of the corporation shall be in the State of Florida. The corporation shall designate a registered office in accordance with Florida law and shall maintain it continuously. The corporation may have offices at such other places within and without the State of Florida as the Board of Directors from time to time determines.

ARTICLE 2. NAME

The name of this corporation shall be International Community School Incorporated.

ARTICLE 3. PURPOSE

This not-for-profit corporation's purpose is to create a school to provide Christian-based education for students that will train them to become world citizens through the strengths of a common faith, family engagement and a superior learning environment.

ARTICLE 4. MEMBERS

All parents or Court-appointed guardians of students who are presently enrolled in the International Community School (the "School") operated by the corporation shall be members of the corporation ("Member" or "Members"), which membership is subject to the rights and limitations set forth in these By-laws. No Member shall be allowed to participate in any meeting of the Membership or the Board of Directors of the corporation unless he or she is in good standing with the School and current and in compliance with all of the financial and participatory obligations applicable to parents or guardians of students then in effect. Multiple Members with a common child or children enrolled in the School shall have a single vote on those matters in which Members are authorized to vote pursuant to these By-laws. The failure of any such multiple Members to agree upon how to cast a vote shall result in the vote being considered an abstention.

ARTICLE 5. BOARD OF DIRECTORS

Section 1: General powers. Subject to the limitations of the articles of incorporation, these By-laws, and the Florida not-for-profit corporation act, all corporate powers shall be exercised by or under the authority of the Board of Directors ("Directors"), and the Board of Directors shall control the management and affairs of the corporation.

Section 2: Number, qualification, election and tenure. The number of Directors shall be seven (7) or more. The number of Directors may be increased or decreased from time to time by amendment of the articles according to law but the number of Directors shall not be less than five (5). Notwithstanding the foregoing, in the event the number of Directors falls below five (5), the then-remaining Directors shall have authority and duty to meet and elect such additional Directors as are necessary to achieve the minimum number of Directors. Directors shall be in good standing with International Community School, Inc., shall have at least one child who is a student of International Community School, Inc. and shall meet the participation requirements as outlined in the Parent/Student Handbook.

Section 3: Terms. Each Director shall be elected to a three (3) year term provided they continue to meet the qualifications for Directors throughout such term. To the extent feasible, the Board of Directors shall designate the commencement date of each Director's term so as to promote the continuity of experienced Directors on the Board from year-to-year.

Section 4: Election process. Candidates for the Board of Directors shall be nominated by a nominating task force appointed by the President with the approval of the board. The nominating task force may include the President, then-serving Directors, non-board Members and faculty members. Any member of the nominating task force, who is to be considered for a position on the board, shall excuse themselves from the meeting during the nominating discussion and decision for that position. New directors will be elected from the candidates nominated by the nominating task force, by a majority of the then-serving Directors. Except in the case of candidates for Board membership who are to fill a vacancy in an unexpired term of a Director, candidates for Board membership shall be presented to the Members for comment to the then-serving Board members at least thirty (30) days prior to the annual meeting of the Board of Directors when the election takes place.

Section 5: Principal. The principal of the school shall be an ex-officio member of the Board of Directors and shall be invited to attend all meetings of the Board of Directors. The principal shall not have voting rights.

Section 6: Annual meetings. The Board of Directors shall hold its annual meeting for the purpose of the election of Directors and officers and the transaction of any other business that is required. The date, time and place of the regular annual meeting shall be set by the president of the Board of Directors.

Section 7: Regular meetings. Regular meetings of the Board of Directors may be held with notice given to each member not less than seven (7) days prior to the meeting and

at such time and at such place as shall be determined by the president of the Board of Directors.

Section 8: Special meetings. The president of the Board of Directors or any three (3) or more Directors acting together may call a special meeting of the Board, and may fix a reasonable time and place for holding it.

Section 9: Telephone meetings. Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 10: Action without meeting. Any action of the Board may be taken without a meeting, if consent in writing, setting forth the action so taken signed by not less than a two-thirds (2/3) majority of all of the Directors, is filed in the minutes of the Board. Such consent shall have the same effect as an official act of the Board of Directors as if taken at a regularly scheduled meeting of the Board.

Section 11: Notice and waiver. Notice to any Director for any meeting whether annual, regular or special, may be waived, before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice and a waiver of any and all objections to the place of meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because it is not lawfully called or convened.

Section 12: Quorum and voting. Five (5) Directors in office shall constitute a quorum for the transaction of business. The vote of five Directors present at a meeting shall constitute the action of the Board and all approvals require a minimum of four (4) votes in favor. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 13: Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Board, unless otherwise provided by law or the articles of incorporation. A Director elected to fill a vacancy shall hold office only until the next election of Directors.

Section 14: Removal. At any meeting of the Board called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by vote of a two-thirds (2/3) majority of the Directors. The Board may elect new Directors for the unexpired terms of Directors removed from office at the same meeting at which removals take place. If a Board member elects to resign, it shall be presented to the Board in writing.

Section 15: Presumption of assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action or any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting.

ARTICLE 6. OFFICERS.

Section 1: Officers. The officers of this not-for-profit corporation shall be a president, secretary, treasurer, and vice president, each of whom shall be elected by the Board of Directors. A failure to elect a president, secretary, treasurer or vice president shall not affect the existence of the corporation.

Section 2: Election and term of office. The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as practical. Each officer shall serve a term of one (1) year and can be elected to additional one (1) year terms. No employee or family member of an employee of the corporation may be an officer. Except as set forth above, each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until he or she resigns or shall have been removed in the manner hereinafter provided.

Section 3: Removal. Any officer may be removed from office at any time, with or without cause, on the affirmative vote of a two-thirds (2/3) majority of the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby. Removal shall be without prejudice to any contractual rights of the person removed, but election of an officer shall not of itself create contract rights.

Section 4: Vacancies. Vacancies in office, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired term of such office.

Section 5: Duties.

(a). President. The President shall have such duties as are typically fulfilled by the president of a non-profit corporation, including, without limitation, the duty to convene and prepare an agenda for regularly scheduled Board meetings, and shall preside or arrange for other Board members to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

(b). Secretary. The secretary shall record all minutes of meetings for the Board of Directors, and of any and all special committees, handle correspondence of the Board of Directors, distribute minutes of the meeting to the Board members and maintain all of the records of the minutes except financial records. The secretary shall take possession of and maintain the corporate seal.

(c).Treasurer. The treasurer shall be responsible for the maintenance and reporting of all financial records and shall make an annual report of the financial condition of the corporation. The treasurer shall assist in the preparation of the yearly budget for the school and present this budget to the Board of Directors for approval.

(d).Vice president. The vice president shall preside at Board meetings in the absence of the president. He or she shall assist the president.

Section 6: Delegation of duties. In the absence or disability of any officer of the corporation or for any reason deemed sufficient by the Board of Directors, the Board may delegate his or her powers or duties to any other officer or to any other Director.

ARTICLE 7. PRINCIPAL

Section 1: Creation. There shall be a Principal of the school to be appointed by the Board of Directors then existing at the time, who shall serve at the pleasure and under the direction of the Board of Directors.

Section 2: Duties. The Principal shall oversee the operation of the International Community School including the administration, curriculum, resources, teachers, staff, parents and students.

Section 3: Vacancies. The vacancy of the Principal shall be filled by the Board of Directors then in office, and at any regular or special meeting of the Board.

Section 4: Removal. The Principal may be removed from office at any time, with or without cause, on the affirmative vote of a two-thirds (2/3) majority of the Board of Directors whenever, in its judgment, the best interest of the corporation shall be served thereby. Unless otherwise set forth in a written employment agreement approved by the Board of Directors and executed by the President on its behalf, the employment of the Principal shall be on an "at-will" basis. Nothing in any such written employment contract shall require the corporation to actually use the services of the Principal in the event of his or her removal from office pursuant to this section of the By-laws.

ARTICLE 8. BOOKS, RECORDS & REPORTS

Section 1: Report to Members. The corporation shall make available an annual financial report to the Members of the corporation at the end of the fiscal year, upon receipt of an annual independent audit. Such reports shall include a balance sheet as of the close of the financial year and revenue and disbursement statements for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the corporation, and in conformity with generally accepted accounting principles.

Section 2: Inspection of corporate records. Subject to obligations of the corporation with regard to confidentiality and governing law (such as HIPAA), any Member shall have the right, for any proper purpose, and upon prior reasonable written notice stating

the purpose thereof, to examine the relevant books and records of accounts and minutes of the corporation.

ARTICLE 9. NON-PROFIT OPERATION

The corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the corporation will be distributed to its Directors or officers without full consideration. No Member of the corporation has any right, interest or privilege in the assets, property, functions, or activities of the corporation. The corporation may contract in due course with its members, Directors, and officers, without violating this provision.

ARTICLE 10. FISCAL YEAR

The fiscal year of the corporation shall be the period selected by the Board of Directors as the taxable year of the corporation for Federal Income Tax purposes.

ARTICLE 11. SEAL

The corporation seal shall bear the name of the corporation between two (2) concentric circles and in the inside of the inner circle shall be the year of incorporation.

ARTICLE 12. INDEMNIFICATION

The corporation shall defend and indemnify each officer and Director, including former officers and Directors, for their acts taken and omissions in their capacity as officers or Directors to the extent permitted by law. Such obligation shall not extend to intentional torts or criminal acts or omissions.

ARTICLE 13. AMENDMENTS

These By-laws may be altered, amended or replaced only upon the affirmative vote of a two-thirds (2/3) majority of the Members present at any annual, regular or special meeting of the Members. Emergency changes may be proposed at any time.

ARTICLE 14. FINANCES

The treasurer will present a proposed budget for the ensuing year at the fall meeting of the Board of Directors. Any expenditures, for individual items or in the aggregate, greater than one thousand dollars (\$1,000.00) for unbudgeted items shall not be made unless first approved by a majority of the Board members. For all budgeted purchases over five hundred dollars (\$500.00), the president, treasurer or principal shall sign the check. For all unbudgeted purchases over one thousand dollars (\$1,000.00), the principal and the president or treasurer shall sign the check.

ARTICLE 15. DISSOLUTION

Any proposed dissolution of this corporation must be presented at a special meeting of the Members upon the giving of written notification to all said Members. No dissolution of the corporation shall be approved absent the affirmative vote of at least two-thirds (2/3) of the Members and all dissolution procedures must qualify for tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code. Net income and or net assets will be donated to a charity selected by the majority of the Members.

The above described By-laws were approved by the Members of the International Community School, Inc., at the annual meeting held on February 5, 2010.