

**BYLAWS
OF
PALM BAY EDUCATION GROUP, INC.**

ARTICLE I
THE CORPORATION

Section 1. Identity. These are the Bylaws of Palm Bay Education Group Inc., a corporation not-for-profit ("Corporation"), which was formed under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes ("Act") by filing the Articles of Incorporation of the Corporation ("Articles") with the Office of the Florida Secretary of State on November 10, 2007. A name change was filed on July 1, 2015. The purposes for which the Corporation has been organized are set forth in the Articles.

Section 2. Principal Office. The principal office of the Corporation in the State of Florida shall be located in Bay County, with a street address of 2381 St. Andrews Blvd, Panama City, Florida 32405. The Corporation may have such other offices, either within or without the State of Florida, as the Board of Directors ("Board") may designate or as the business of the Corporation may require from time-to-time.

Section 3. Registered Office. The registered office of the Corporation, required by the Act to be maintained in the State of Florida, may be, but need not be, identical with the principal office in the State of Florida, and the address of the registered office may be changed from time-to-time by the Board.

ARTICLE II
NO MEMBERS

Section 1. No Members. The Corporation hereby elects to have no members. Any action which would otherwise require a vote of members shall require only a vote of the members of the Board, and no meeting or vote of members shall be required for this Corporation, any provision of the Articles of this Corporation or the Bylaws to the contrary notwithstanding. All rights which otherwise would vest in the members shall vest in the Directors.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of its Board.

Section 2. Number, Tenure and Qualifications. The number of Directors of the Corporation shall consist of no more than five five (5) Directors. Directors must be natural persons who are eighteen years or older. Directors shall be elected or appointed by a majority of the remaining Directors or by the sole remaining Director. Subject to Sections 11, 13 and 14 of this Article, and except for those initial directors who are appointed for shorter terms in order to allow for staggered terms within the Board, each Director shall serve for a four year term. At least one Director's term shall expire at the end of each fiscal year.

Section 3. Regular Meetings. A regular meeting of the Board shall be held in July of each year. The Board may provide, by resolution enacted by or delivered to all members, the time and place, within or without the State of Florida, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or any two Directors.

Section 5. Notice. Notice of any special meeting shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally or by overnight courier or mailed to and received by each Director at his business address, or by telefax. If notice be given by telefax, such notice shall be deemed to be delivered when the telefax is sent and acknowledged. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present is necessary to constitute the act of the Board unless a greater number is required under the Act.

Section 8. Action Without a Meeting. Any action that may be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 9. Compensation. By resolution of the Board, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board. Directors shall not receive any compensation, other than reimbursement of expenses, for serving as Directors.

Section 10. Committees. The Board may, by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees, each of which shall consist of two or more Directors and which to the extent provided in said resolution or resolutions or in the Bylaws of the Corporation shall have and may exercise all of the powers of the Board in the management of the activities and affairs of the Corporation, fill vacancies on the Board or any committee thereto; or adopt, amend or repeal these Bylaws. The designation of such committee or committees or the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.

Section 11. Resignations. Any Director of the Corporation may resign at any time by giving written notice thereof to the Board or the Corporation. Such resignation shall take effect at the time of delivery unless a later date is specified therefor. The acceptance of such resignation shall not be necessary to make it effective.

Section 12. [Reserved]

Section 13. Removal of Director. A Director of the Corporation may be removed, with or without cause, at any time, by a majority of the other members of the Board.

Section 14. Vacancies. Any vacancy occurring in the Board, for whatever reason, shall be filled by a majority of the remaining Directors or by the sole remaining Director. A Director elected or appointed, as the case may be, shall be elected or appointed for the unexpired term of his or her predecessor in office.

ARTICLE IV
OFFICERS

Section 1. Number. The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer, each of whom shall be elected by the Board, and each of whom may be a member of the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person. The failure of the Board to elect any officer other than a Chair and a Secretary shall not constitute a violation of these Bylaws.

Section 2. Election and Term of Office. The officers of the Corporation to be elected shall be elected annually at the regular meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall have resigned or shall have been removed in the manner hereinafter provided; provided however, that each officer who is a Director shall hold office until the end of his term as a Director; and further provided, that the Board may, in their sole discretion, set fixed terms for any officer.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of the Board. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer shall not of itself create any contract rights in favor of such officer.

Section 4. Vacancies. A vacancy in any office elected or appointed by the Board because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

Section 5. Chair. The Chair shall be the chief executive officer of the Corporation and, subject to the direction of the Board, shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board. The Chair may sign, with the Secretary or an Assistant Secretary, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all

duties incident to the office of Chair and such other duties as may be prescribed by the Board from time-to-time.

Section 6. Vice Chair. In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time-to-time may be assigned to the Vice Chair by the Chair or by the Board.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time-to-time may be assigned to him by the Chair or by the Board.

Section 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties as from time-to-time may be assigned to the Treasurer by the Chair or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the Chair or the Board. The Assistant Treasurers shall respectively, if required by the Board, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine.

Section 10. Salaries. Officers shall not receive any compensation, other than reimbursement of expenses, for serving as officers.

ARTICLE V
CONTRACTS, LOANS, CHECK AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans.

(a) No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

(b) No loans shall be made by the Corporation to any of its Directors, officers or employees, nor to any corporation, firm or other entity in which one or more Director, officer or employee is a Director, officer or employee or holds a substantial financial interest. Any Director or officer who assents to or participates in the making of such loan shall be deemed to be in violation of his duty to the Corporation, but the obligation of the borrower for the amount of such loan shall not be affected thereby.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 5. Proxies. Unless otherwise provided by resolution of the Board, the Chair may from time-to-time appoint an attorney or agent of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or

other securities of such other corporation, or to consent in writing, in the name and on behalf of the Corporation, as such holder, to any action by such other corporation, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed, in the name and on behalf of the Corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

ARTICLE VI
BOOKS AND RECORDS

Section 1. Accounting. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board and committees thereof and shall keep at its registered or principal office in Florida, a copy of the Article and the Bylaws of the Corporation, as each has been amended, and a record of the names and addresses of Board entitled to vote in alphabetical order. The accounting records shall be maintained in written form or in another form capable of conversation to written form within a reasonable time. All books and records of the Corporation shall be open to inspection by the Board or their authorized representatives for any proper purpose at any reasonable time.

Section 2. Budget. The Board shall adopt a budget for each calendar year that shall include the estimated funds required to defray expenses, according to good accounting practices.

ARTICLE VII
SEAL

The Board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and such other words as the Board may prescribe.

ARTICLE VIII
WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws, the Articles, the provisions of the Act, and any act amendatory thereof, supplementary thereto or substituted therefor, or the Florida Constitution, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time

stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall begin July 1.

ARTICLE X
INDEMNIFICATION

Section 1. Indemnification for Claims. The 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, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or 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 he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification for Expenses. The 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 or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in

settlement not exceeding, in the judgment of the Board, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication or liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

Section 3. Method of Indemnification.

(a) To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(b) Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) by a majority vote of a committee duly designated by the Board (in which Directors who are parties may participate) consisting of two or more Directors not at the time parties to the proceeding; or (iii) by independent legal counsel selected by the Board as prescribed in (i) above or by the committee as prescribed in (ii) above, or if a quorum of the Board cannot be obtained for (i) and the committee cannot be designated under (ii), then selected by a majority of the Board (in which Directors who are parties may participate).

(c) Expenses incurred by an officer or Director in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board

in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section. Expenses of other employees and agents may be paid in advance upon such terms and conditions as the Board deems appropriate.

(d) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of disinterested Director or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(e) Notwithstanding the foregoing, no indemnification or advancement of expense shall be made to or on behalf of any officer, Director, employee or agent if a judgment or other final adjudication establishes that his actions, or omissions to actions, were material to the cause of action so adjudicated and constitute:

(i) a violation of the criminal law, unless the Director, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(ii) a transaction from which the Director, officer, employee or agent derived an improper personal benefit;
or

(iii) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

ARTICLE XI AMENDMENT

The Bylaws may be amended, altered or repealed by the Board at any regular or special meeting upon the affirmative vote of a majority of the total members of the Board.

DATED this 24th day of November, 2015.

PALM BAY EDUCATION GROUP INC.,
a Florida not-for-profit
corporation

Chair