

BYLAWS
OF
RISING STARS PRESCHOOL

ARTICLE I
MEMBERS; CORPORATE RIGHTS AND INTERESTS

Bylaws

SECTION 1.1 No MEMBERS

The corporation shall have no members.

SECTION 1.2 CORPORATE RIGHTS AND INTEREST

All rights and interest of this corporation as a member, shareholder or otherwise in other corporations, partnerships, ventures, organizations and entities shall be exercisable solely by the Board of Directors of this corporation, except to the extent such authority is delegated by the Board of Directors to one or more of its officers either generally or with respect to specific matter.

SECTION 1.3 DISCRIMINATION

All rights of individuals will be respected at all times. No person will be discriminated against for race, cultural and religious beliefs. Nor will the corporation associate with any other group that discriminate against another group or individuals.

*USDA Disclaimer

ARTICLE II
BOARD OF DIRECTORS

SECTION 2.1 MANAGEMENT

The affairs of the corporation shall be managed by a Board of Directors, and each member thereof individually shall be know as a Director.

SECTION 2.2 NUMBER

The Board of Directors shall consist of not less than three (3) nor more than then (10) Directors. The exact number of Directors shall be fixed from time to time by resolution of the Board of Directors.

SECTION 2.3 SELECTION, TERM AND REMOVAL

- A) The Board of Directors shall be voted in by the current Board of Directors. The committee shall be appointed by the Board of Directors. This will take place not less than thirty (30) days prior to the expiration of the terms of the current directors.
- B) The term of office of each Director shall be no more than three consecutive years.
- C) Directors may be removed from office pursuant to a vote of the Board of Directors.
- D) Successors to Directors shall be selected as set forth in the Articles of Incorporation of this corporation.

SECTION 2.4 VACANCIES

A vacancy on the Board of Directors shall exist upon the death or resignation of a Director, upon removal of any Director, or upon the creation of an additional directorship. The Board of Directors, acting at any meeting, or any designated person entitled to elect or appoint such Director as provided in section 2.3 above, may fill a vacancy on the Board of Directors for unexpired portion of the term in the manner provided herein for the election of such Director.

SECTION 2.5 ANNUAL MEETINGS

An annual meeting of the Board of Directors shall be held each year by the end of June. At the annual meeting, the Board of Directors shall elect officers and appoint standing committees. This meeting is a closed meeting for the Board of Directors. Notice of annual meetings shall be given not less than seven and not more than 50 days before the date of the meeting. Such notice may be given in any reasonable manner.

SECTION 2.6 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may determine by resolution. The Secretary shall mail or otherwise deliver a copy of such resolution to any Director who was not present when it was adopted, but no further notice of such regular meetings need be given.

SECTION 2.7 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or upon written request by at least 10% of the Directors in office setting forth the business they wish to have conducted at the special meeting. Notice of special meetings shall be given at least 24 hours before the meeting if called by the President or at least 72 hours before the meeting if called by the Directors. Such notice maybe given in any reasonable manner.

SECTION 2.8 PLACE OF MEETINGS; OTHER MEANS OF COMMUNICATION

All meetings of the Board of Directors shall be held at such place as is designated in the notice of meeting. Any or all Directors may participate in a regular or special meeting by or conduct the meeting through, the use of any means of communication by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed present in person at the meeting.

SECTION 2.9 QUORUM

A majority of Directors in office shall constitute a quorum for the transaction of business. A minority of the Directors in the absence of a quorum may adjourn the meeting, but may not transact any business.

SECTION 2.10 ACTION

The act of a majority of Directors present at a meeting where there is a quorum shall be the act of the Board of Directors, unless otherwise provided in the Articles of Incorporation, these Bylaws, or by law. Except as specifically provided to the contrary in