SIXTH AMENDED AND RESTATED BYLAWS OF

CASA ESPERANZA MONTESSORI INCORPORATED

ARTICLE 1 - NAME

The name of the corporation shall be Casa Esperanza Montessori Incorporated (the “Corporation”).

ARTICLE 2 — PURPOSES

The purposes for which the Corporation is organized are:

*(*A) To operate a public charter school in the State of North Carolina pursuant to N.C. Gen. Stat. § 115C-218 *et seq.;*

(B) To provide a K-8 education that places each student on the path to academic proficiency and college readiness; and

(C) To operate exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future U.S. Internal Revenue laws (the “Code"), provided the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE 3 - OFFICES

1. Principal Office. The principal office of the Corporation shall be located at 10510 Star Road, Wake Forest, NC 27587.

2. Registered Office. The registered office of the Corporation may be the same as the principal office of the Corporation; provided, however, the Corporation's registered office shall be located in the State of North Carolina, and shall be the business office of the registered agent.

3. Other Offices. Upon approval by the State Board of Education, the Corporation may have offices at such other places within the State of North Carolina as the Corporation's Board of Directors (the “Board”) may determine from time to time.

ARTICLE 4 – BOARD OF DIRECTORS

1. General Powers. The business, property, and affairs of the Corporation shall be managed under the direction of the Board in accordance with the provisions of the Corporation's Articles of Incorporation (the “Articles”), these Sixth Amended and Restated Bylaws (the "Bylaws”), and applicable law.

2. Number and Election. The number of Directors on the Board (the “Directors”) shall not be less than five (5) or more than nine (9). To the extent practicable, the Board will maintain an odd number of Directors. At any annual meeting, the Directors may fix the number of Directors to be elected at the meeting by resolution. In the absence of such a resolution, the number of Directors elected at the meeting, plus the number of Directors continuing in office, shall constitute the number of Directors of the Corporation until the next annual meeting, unless the number is changed by action of the Board. Directors may be elected at any annual or special meeting of the Board by a vote of a majority of the Directors then in office. The election of Directors shall be a part of the order of business of each annual meeting of the Board.

3. Terms. A full term on the Board of Directors is three (3) years. To the extent practicable, terms shall be staggered equally among Directors. The Board may reduce the term of one or more Directors if deemed necessary to provide for adequate staggering. Any change in term must be set by vote of a majority of the Directors then in office. Directors may be reelected as provided in section 2 of this Article. No Director may serve more than nine (9) years consecutively and must thereafter wait at least one (1) year before again serving as a Director.

4. Qualifications. A Director shall be willing and able to make decisions as a member of the Board in the best interests of the Corporation and shall submit on an annual basis a conflict of interest disclosure as prescribed by the Board. A Director shall also be at least 21 years of age, be a resident of the State of North Carolina, and hold at least a high school diploma or its equivalent. When working to replace a BOD member, it is the responsibility of the existing BOD members to consider skills and experience such as, but not limited to, experience as an educator or education administrator, financial acumen, community involvement, parent/non-parent status and other dimensions as are relevant to the School.

5. Excluded Persons. The following persons shall not be eligible to serve on the Board: (i) employees of the charter school operated by the Corporation; or employee of a service provider or management company who contracts with the Corporation; or (iii)

immediate family (as defined in N.C. Gen. Stat. 115C-12.2) of an employee of the charter school.

6. Removal. A Director may be removed by the Board with or without cause by a resolution duly adopted by a majority of the Directors then in office.

7. Resignation. A Director may resign at any time by providing written notice to the Chairperson of the Corporation, or if the Chairperson is resigning or the officer of Chairperson is vacant, then to the next highest-ranking officer of the Corporation. The resignation shall be effective when communicated, unless the notice specifies a later effective date or subsequent event upon which it will become effective.

8. Vacancies. A vacancy on the Board shall be filled as provided in Section 2 of this Article.

9. Compensation. All Directors shall serve as volunteers without compensation. By approval of the Board, Directors may be reimbursed for their reasonable expenses incident to their duties in accordance with applicable law.

ARTICLE 5 — MEETINGS OF DIRECTORS

1. Annual Meeting. The annual meeting of the Board shall be held in the month of June, July, or August of each year for the purpose of electing Directors and Officers and transacting such other business as may be properly brought before the Board. If the annual meeting is not held as designated by these Bylaws, a substitute annual meeting may be called by or at the request of any two Directors and such meeting shall be designated and treated for all purposes as the annual meeting.

2. Regular Meeting. The Board shall set a schedule of the time and place for the holding of regular meetings, which shall occur at least once each month.

3. Special Meeting. Special meetings of the Board may be called by or at the request of any two Directors.

4. Open Meetings. All meetings of the Board shall comply with Article 33C of Chapter 143 of the North Carolina General Statutes. Consistent with that Article, the Board shall, among other things: (i) cause a current copy of the schedule of its regular meetings to be kept on file with the Secretary of the Corporation and (ii) give public notice of regular,

special, and emergency meetings pursuant to N.C. Gen. Stat. § 143-318.12.

5. Place of Meetings. Meetings of the Board may be held at the principal office of the Corporation or at such other place as shall be designated in the notice of the meeting or agreed upon at or before the meeting by a majority of the Directors then in office. However, unless conducted electronically, all meetings of the Board shall take place within the State of North Carolina and within reasonably close proximity to the charter school operated by the Corporation, such that parents, students, and interested parties may attend.

6. Quorum and Manner of Acting. Quorum for any Board meeting (including special or annual meetings) is a majority of the Directors then in office. The act of the majority of the Directors in attendance at a properly noticed and conducted meeting shall be the act of the Board, except as otherwise provided by law.

7. Meeting by Conference Telephone. Any one or more Directors may participate in a meeting of the Board by conference telephone or other electronic means which allows all Directors to simultaneously hear one another during the meeting, and such participation shall be deemed presence in person at such meeting. If the Board holds a meeting by conference telephone or other electronic means, it shall provide a location and means whereby members of the public may listen to the meeting, and notice of the meeting shall be provided as required by N.C. Gen. Stat. $ 143-318.13.

ARTICLE 6 – COMMITTEES

1. Committee Authority. The Board may designate one or more committees by resolution. Each committee shall have at least one ideally two directors. The committee members may include any other individuals elected by the Board. No excluded person, as defined in Article 4, Paragraph 5, may serve as a voting member on a committee. Each committee shall have such powers as may be delegated by the Board, except that no committee may: (i) authorize distributions to or for the benefit of Directors or Officers; (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (iii) elect, appoint or remove Directors, or fill vacancies on the Board or on any of its committees, (iv) elect Officers, (v) adopt, amend, or repeal the Articles or Bylaws, or (vi) take any action the Board cannot lawfully delegate under the Articles, Bylaws, or applicable law.

2. Committee Conduct. Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of its activities as the Board may

request. The provisions in Article 5 applicable to meetings of the Board shall apply to meetings of committees.

ARTICLE 7 – OFFICERS OF THE CORPORATION

1. Number and Titles. The Officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. Except as otherwise provided in these Bylaws, the Officers shall have the authority and perform the duties as from time to time may be prescribed by the Board. Any two or more offices may be held by the same individual, but no Officer may act in more than one capacity where action of two or more Officers is required.

2. Election and Term of Office. The Officers shall be elected by the Board at the annual meeting. If the election of Officers is not held at the annual meeting, the election shall be held as soon thereafter as may be convenient. Each Officer shall hold office until the next annual meeting and until a successor is elected and qualifies.

3. Removal. Any Officer elected or appointed by the Board may be removed with or without cause by a majority of Directors then in office. Such removal must occur at a properly noticed and conducted Board meeting.

4. Resignation. An Officer may resign at any time by providing written notice to the Chairperson of the Corporation, or if the Chairperson is resigning or the Chair is vacant, then to the Officer holding the next highest office. The resignation shall be effective when communicated, unless the notice specifies a later effective date or subsequent event upon which it will become effective.

5. Vacancies. A vacancy in any office shall be filled by the Board for the unexpired portion of the term. The vacancy shall be filled at the next properly noticed meeting of the Board.

6. Chairperson. The Chairperson shall be a member of the Board and shall preside at all meetings of the Board. The Chairperson shall sign, with any other proper Officer, instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board. The Chairperson shall, in general, perform all duties incident to the office of Chairperson as may be prescribed by the Board from time to time.

ARTICLE 10 – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July in each year and end on the following June 30; provided that the first fiscal year shall begin on the date of incorporation.

ARTICLE 11 — DISPOSITION OF ASSETS

If the Corporation is dissolved or the Corporation's charter to operate a public charter is terminated or not renewed by the Board of Education, then all net assets of the Corporation purchased for the school with public funds shall be deemed the property of and distributed to the local school administrative unit in which the school is located in accordance with N.C. Gen. Stat. $ 115C-218.100 or the corresponding provision of any future North Carolina charter school law. To the extent the Corporation possesses assets other than those subject to distribution pursuant to N.C. Gen. Stat. § 115C-218.100, upon termination, dissolution, or winding up of the affairs of the Corporation, the Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all such remaining assets among one or more organizations, which are organized and operated for exempt purposes and qualified as exempt organizations under Section 501(c)(3) of the Code and to which contributions are deductible under Section 170(c)(2) of the Code, or to federal, state, and local governments to be used exclusively for public purposes.

ARTICLE 12 — NON-DISCRIMINATION

The public charter school operated by the Corporation shall permit students of any race, religion, color, ethnicity, gender, disability status, socio-economic status, and national origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the charter school. The Board and public charter school operated by the Corporation shall make employment decisions without regard to race, religion, color, ethnicity, gender, disability status, socio-economic status, and national origin.

ARTICLE 13 — AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then in office at any regular or special meeting of the Board, provided that notice of the meeting shall have been given which

states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such amendment or repeal may take effect only if approved by the State Board of Education.

SECRETARY'S CERTIFICATE

This document is to certify that the foregoing Sixth Amended and Restated Bylaws of Casa Esperanza Montessori Incorporated were duly adopted by resolution of the Board, effective as of the *11th* day of May, 2023.

IN WITNESS WHEREOF, the undersigned, being the duly elected and acting Secretary of the Corporation, has signed this Secretary's Certificate this the *11th* day of *May, 2023*.

Monica Perry

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Secretary, Casa Esperanza Montessori Incorporated

Monica Perry

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Signature