

AMENDED BYLAWS
OF
Stellar Leadership Academy, Inc.

ARTICLE I

Location

The principal office of Stellar Leadership Academy, Inc. (the "Corporation"), at which the general business of the Corporation shall be transacted and where the records of the Corporation shall be kept, shall be 7900 NW 27th Avenue, Suite# F1, Miami, Florida 33142. The Corporation also may have additional offices at such other locations within or without the State of Florida as the Board of Directors may determine from time to time.

ARTICLE II

Purposes

Section 1. Purposes. The purposes for which the Corporation is formed are the following:

- (a) To establish, provide, promote, supervise, own and conduct Stellar Leadership Academy ("the School") for the education of persons in high school;
- (b) To set and maintain standards for the school conforming to the minimum standards prescribed by the State of Florida Board of Education.
- (c) To receive and administer funds for the benefit of the Corporation, or its successors, and to that end to accept, receive, take and hold by bequest, devise, grant, gift, purchase exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects or purposes any real or personal property, or both, of whatever kind, nature, or description and wherever situated, and subject to the restrictions and limitations hereafter set forth, to use and apply the whole or part of the income there from and the principal thereof exclusively for educational purposes, either directly, or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or the corresponding provision of any future United States Internal Revenue Law (herein collectively referred to as the "Internal Revenue Code") without responsibility for depreciation in the value thereof;
- (d) To own, use, buy, sell, exchange, convey, mortgage, lease, transfer, invest, hold in trust, or otherwise dispose of, any such property, real or personal, or both, subject to the restrictions and limitations hereafter set forth, and as otherwise prescribed by law;
- (e) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of

the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired;

(f) To operate exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, in the course of which operation:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

(3) Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(g) To fulfill these purposes in a manner and in accordance with a policy that the School shall not discriminate against students on the basis of race, color, gender, national origin or ethnicity;

(h) To engage in any activity in which a non-profit corporation may engage under the laws of the State of Florida, and Sections 170(b) and (c) and 501(c)(3) of the Internal Revenue Code.

ARTICLE III

Directors

Section 1. Number of Directors. The number of Directors shall consist of not less than three (3) persons and not more than nine (9). The number of Directors may be increased by a vote, in person, of a majority of the total number of Directors; provided, however, that notice of any increase in the number of Directors shall be included in the notice of such meeting.

Section 2. Term of Directors. The voting Directors shall elect additional Directors for terms consistent with one-third serving on a three (3) year term, one-third serving on a two (2) year term, and one-third serving on a one (1) year term.

Section 3. Elections of Directors. The Directors shall be elected at the annual meeting of the Board of Directors, or at a special Board of Directors meeting called for such purpose. Election shall be by a majority of the Directors constituting a quorum and entitled to vote at such meeting.

Section 4. Vacancies. A vacancy among the Directors shall be filled by the appointment of a Successor Director to serve for the portion of the term remaining. Such appointment shall be by a majority of the then existing Board of Directors.

Section 5. Removal. A Director may be removed by a majority vote of the then serving Board of Directors for cause.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum. The acts of a majority of Directors at a meeting at which a quorum is present shall be the acts of the Board.

Section 7. Bylaws. For the government of its actions, the Board of Directors may adopt additional Bylaws consistent with the Articles of Incorporation.

Section 8. Meetings of the Board of Directors. The Board of Directors shall meet quarterly, during a meeting which is open to the general public, on a schedule and at a location to be determined by a majority vote of the Directors then present at a regularly scheduled Board of Directors meeting. Notice of said meetings shall be provided to the general public and school community at least forty-eight hours (excluding Saturday, Sunday and legal holidays) before the meeting, or as otherwise in accordance with Florida law.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called at any time upon the call of any Director. Said meeting shall be open to the general public and the Directors shall fix a reasonable time and place for holding such special meeting. Notice of any special meeting of the Board of Directors shall be mailed or delivered personally to each Director, at least two (2) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting. Notice to the general public and school community shall be given at least forty-eight hours (excluding Saturday, Sunday and legal holidays) before the meeting, or as otherwise in accordance with Florida law.

Section 10. Annual Meeting. The annual meeting of the Board of Directors will be held in the month of July.

Section 11. Waiver of Notice. Notice of the time, place, and purpose of any meeting of voting Directors may be waived, in writing, either before or after the holding of such meeting by any Director. This waiver shall then be filed with the records of the meeting. The attendance of any Director at any such meeting without protest, prior to or at the commencement of the meeting, shall constitute a waiver of notice.

ARTICLE IV

Committees

Committees. The Directors of the Corporation, by resolution, may designate one or more committees, each committee to consist of one or more Directors selected by the Directors of the Corporation. As provided in the resolution as initially adopted, and as thereafter supplemented or amended by further resolution, the committees shall have such powers as delegated by the Directors of the Corporation, except (i) filling of vacancies in the officers of the Directors of the Corporation or committees created pursuant to this Section; (ii) amending the Articles of Incorporation or Bylaws; or (iii) any action the Directors of the Corporation cannot lawfully delegate under the Articles, Bylaws or Applicable Law. All committee meetings shall at all times be in compliance with Florida's Government-in-the-Sunshine Law (Section 286.011, F.S.). Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Directors of the Corporation of its activities as the Directors of the Corporation may request.

ARTICLE V

Officers

Section 1. General Provisions. The Directors of the Corporation shall elect a President, Secretary, Treasurer and such other Officers, including a Vice President, as the Board of Directors may from time to time designate.

An individual may simultaneously hold more than one (1) office in the Corporation.

Section 2. Term of Office. All Officers of the Corporation shall hold office for one (1) year or until their successors are elected. The Officers shall be elected at the annual meeting of the Board of Directors, or at a special Board of Directors meeting called for such purpose. The Board of Directors may remove any Officer at any time, with or without cause by a majority vote.

Section 3. President. The President shall be the active executive officer of the Corporation and shall exercise supervision over the business of the Corporation and over its several officers, subject, however, to the control of the Board of Directors. He or she shall preside at all meetings of Directors. He or she shall have authority to sign instruments requiring his or her signature; and such other duties as shall be assigned to him or her by the Board of Directors.

Section 4. Vice-President. The Vice President shall perform such duties as are conferred upon them by these Bylaws or as may from time to time be assigned to them by the Board

of Directors or the President. At the request of the President (or in the absence or disability, the Vice President designated by the Board of Directors) shall perform all the duties of the President, when so acting shall have all the powers and duties of the President, including the authority of Vice President to sign in the name of the corporation.

Section 5. Secretary. The Secretary of the Corporation shall keep minutes of all proceedings of the meetings and shall make proper records of the same, which shall be attested to by him or her. He or she shall keep such books as may be required by the Board of Directors and file all reports to State and Federal government. He or she shall be required to give notice of meetings of the Directors and the Executive Committee, and shall perform such other and further duties as may be assigned to him or her by Board of Directors. The Secretary shall sign all documents requiring his or her signature. The Board of Directors may appoint an Assistant Secretary when deemed to be in the best interest of the Corporation. The Assistant Secretary has the power and authority to sign in the absence of the Secretary, upon approval by the President.

Section 6. Treasurer. The Treasurer shall have general supervision of all finances; he or she shall receive and have in his or her charge all money, bills, notes, deeds, leases, mortgages and similar property belonging to the Corporation, and shall do with same as is required by the Board of Directors. He or she shall cause to be kept adequate and correct accounts of its assets and liabilities, receipts, disbursements, gains, losses, stated capital shares, together with such other accounts as may be required, and, upon the expiration of his or her term of office shall turn over to the Board of Directors all property, books, papers, and money of the Corporation in his or her hands; and he or she shall perform such other duties as may be assigned to him or her by the Board.

Section 7. Assistant and Subordinate Officers. The Board of Directors may appoint such assistant and subordinate Officers, as it may deem desirable. Each such officer shall hold office during the term directed by the Board of Directors and perform such duties as the Board may prescribe.

Section 8. Duties of Officers May be Delegated. In the absence of any Officer of the corporation, or for any other reason, which the Board of Directors may deem sufficient, the Board may delegate, for the time being, the powers and duties, or any one of them, of such Officer to any other Officer or to any other person.

ARTICLE VI

Nondiscriminatory Policy

The corporation shall not discriminate on the basis of race, color, disability, gender or ethnic origin with respect to its rights, privileges, programs, activities, and/or in the administration of its educational programs and athletic/extracurricular activities.

ARTICLE VII

Goals and Interest

All Directors shall work for the common goals and purposes of the Corporation.

ARTICLE VIII

Dissolution

If deemed advisable by the Board of Directors, the Corporation may be dissolved pursuant to the applicable provisions of the nonprofit corporation laws of the State of Florida. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation as provided in the Articles of Incorporation of the Corporation.

ARTICLE IX

Conflict of Interest

The Board of Directors and/or the Corporation, shall use no public funds received from or through the Board to purchase or lease a property, goods, or services from any Director, Officer, or employee of the School or the father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, stepson, step daughter, step brother, step sister, half brother or half sister ("relative") of the Director, Officer, or employee, or from any business in which any Director, Officer, employee or relative has an interest, nor shall the Corporation use any property, goods, or services purchased or leased with by public funds for the private benefit of any person, or entity, including an Officer, Director and employee or relative.

The Board of Directors, a Director, an Officer or employee shall not appoint, employ, promote, advance, or advocate for appointment, employment, promotion or advancement of any relative of his/hers, including, his/her father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, stepson, step daughter, step brother, step sister, half brother or half sister, to a position in which he/she serves on or to any position that he/she has jurisdiction over or controls.

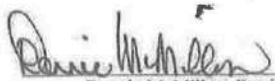
Directors, Officers and employees shall annually complete and sign a Conflict of Interest statement regarding these prohibitions.

ARTICLE X

Amendments

The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Directors.

We certify ~~that on the~~ 12th day of June, 2012, we, as the Directors of Stellar Leadership Academy, Inc., hereby unanimously adopt the foregoing Bylaws for Stellar Leadership Academy, Inc.



Dannie McMillon, President