

**BYLAWS
OF
KNOW & GROW LEARNING DEPOT, INC.
(a Florida not-for-profit Corporation)**

**ARTICLE I
NAME, OFFICES**

- A. The name of the corporation is:
 Know & Grow Learning Depot, Inc. (the "Corporation")
- B. The principal office of the Corporation shall be located in Jacksonville, Duval County, Florida.

**ARTICLE II
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, without limiting the generality of the preceding sentence, the Corporation is primarily organized to improve and enrich the learning experiences of public elementary school students by:

- (a) providing extra resources to make classroom time more productive;
- (b) providing tutoring services to students;
- (c) soliciting and receiving funds, gifts, endowments, donations, and bequests to fund student needs; and
- (d) promoting and providing volunteer services to benefit the students.

The specific objectives and purpose of this organization shall be to:

- (a) Enable the best education and environment for economically disadvantaged elementary school students.
- (b) We strive to close the economic inequality gap.

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ARTICLE III
BOARD OF DIRECTORS

1. Number of Directors.

The number of directors shall be fixed from time-to-time by the directors but shall consist of no less than three (3) nor more than nine (9) including the following officers: the President, the Secretary, and the Treasurer.

2. Qualifications of Directors.

Directors shall be of the age of majority in Florida. Other qualifications for directors of this Corporation shall be as follows:

(a) One Board position shall be reserved for an elementary school principal (or former elementary school principal).

(b) Two Board positions shall be reserved for elementary school teachers (or former elementary school teachers).

The reserved positions are to ensure diversity of thought and leadership but there is no requirement each is continually in office (i.e., occupied).

3. Election of Directors.

Each director shall be elected by a majority vote of the Board that is present and voting. All directors are the same class of voting members.

4. Term of office.

(c) The directors shall, upon election, shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death. Newly elected directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, the director may qualify for election to serve three year terms. There is no limit on the number of terms a director may serve.

5. Compensation and Expenses.

The directors serve without compensation. It is not expected directors shall incur any out-of-pocket expense for serving on the Board and any such incidental expenses (including mileage expense) are not eligible for reimbursement.

6. Resignation.

Any director may resign at any time by giving written notice of such resignation to the Board.

7. Removal.

Any director may be removed with or without cause, at any time, by a majority vote of the Board if in their judgment the best interest of the Corporation would be

