AMENDED AND RESTATED
BYLAWS
PALM BEACH SCHOOL FOR AUTISM, INC.
A Florida Not-for-Profit Corporation

ARTICLE 1
NAME

Section 1.1. Name. The name of the Corporation shall be the Palm Beach School for Autism, Inc. "Corporation').

ARTICLE 11 ORGANIZATION

Section 2.1. Statement of Purposes. The purpose of this Corporation is to provide students with Autism Spectrum Disorder and other related disabilities a developmentally appropriate education that builds on the strengths and needs of each individual student. The Corporation shall distribute the whole or any part of the income therefrom and the principal thereof exclusively for such purposes, either directly or by contributions to other educational organizations that qualiW as exempt organizations under Section 501 of the Internal Revenue Code and the Regulations issued pursuant thereto (the "Code"), as they now exist or as they may hereafter be amended.

Section 2.2 Dissolution. In the event of the dissolution of the Corporation, the Board of Directors ("Board") shall, after paying or making provision for the payment of all of the liabilities of the Corporation, and after disposing of all remaining assets according to applicable Florida law, shall dispose of all of the remaining assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualifr' as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 111 MEMBERSHIP

Section 3.1. Members. This Corporation is a non-profit, non-stock corporation, and shall have a membership consisting of the Board of Directors of this Corporation serving from time to time.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. Management. All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business and affairs of the Corporation shall be managed under the Board's direction. Except as specifically set forth to the contrary herein, the Board may not take any action except upon the approval thereof by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present.

Section 4.2. Number and Class of Directors. The Board shall consist of no fess than three (3) and no more than nine (9) members, and shall consist of at least one (1) parent of a child currently attending the school or had a child attend the school within the last five (5) years.

Section 4.3. Election of Directors. Directors shall be elected by the Board by a majority vote at any regular or special meeting where a quorum is present.

Section 4.4. Vacancies. Vacancies occurring at the end or during the term of an elected Directorship, however caused, shall be filled as soon as practicable by election in accordance with Section 4.3 above. A Director elected to fill a vacancy during the middle of a term shall hold office for the remainder of his or her predecessor's term.

Section 4.5. Resignation or Removal of Directors. A Director of the Corporation may resign at any time by tendering his or her resignation in writing to the Corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the Corporation at its principal place of business. The Board, by a majority vote of the current membership of the Board, may remove, with or without cause, any Director and specifically, but not by way of limitation, may remove any Director from the Board for failing to attend three (3) consecutive meetings of the Board. The notice of a meeting of the Board to remove a member of the Board shall state the specific director(s) sought to be removed. Any Director removed from office shall turn over to the Corporation within 72 hours any and all records of the Corporation in his or her possession.

Section 4.6. Compensation of Directors. Directors will not receive compensation for services rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving reimbursements for expenses incurred in connection with their service on the Board in accordance with Board policy.

Section 4.7. Annual Meetings of the Board. The annual meeting of the Board shall be held during June of each year. The date and time of the meeting shall be determined by the President, unless the President, or the Board by resolution, provide for a different time and place for the holding of such annual meeting.

. Section 4.8. Special Meetings. Special meetings of the Board may be called at any time by the President of the Corporation. Further, special meetings of the Board must be called by the President within fourteen (14) days of receipt of a written request of any two (2) or more Directors. Written notice of special meetings shall be given to each Director not less than two (2) days prior to such meeting. In the event of an emergency notice shall be given to each Director as soon as possible. The notice shall set forth the time, place and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice or waiver thereof.

Section 4.10. Regular Meetings. The Board shall meet at least four (4) times each year, including the annual meeting. The President shall call additional meetings as needed. Notice of regular meetings shall be provided to Directors at least ten (10) days' prior to the meeting date.

Section 4.11. Quorum and Action of the Board. A majority of Directors then in office must be present in person at a meeting to constitute a quorum for the transaction of business at such meeting. Except as specifically set forth to the contrary herein, the Board may not take any action except upon the approval thereof by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present.

ARTICLE

Section 5.1.

V

OFFICERS

Number. The Corporation may have a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person. The failure to elect an officer shall not affect the existence of the Corporation.

Section 5.2. Election and Term of Office. All officers of the Corporation shall be elected by a vote of the Board as set forth in Section 4.3 hereinabove at the annual meeting of the Board. A duly elected officer shall hold office for a term of one year or until such time as another officer is elected by the Board.

Section 5.3. Vacancies. A vacancy in any office because of any reason shall be filled by an election by the Board as set forth in Section 4.3 for the remaining unexpired term of such office.

Section 5.4. Resignation or Removal of officers. An officer of the Corporation may resign at any time by tendering his resignation in writing to the President or the Secretary. Resignations shall become effective upon the date specified therein or, if no date is specified, upon receipt by the Corporation. An officer of the Corporation may be removed at any time, with or without cause, at any meeting of the Board by a majority vote of the Board as set forth in Section 4.3 hereinabove.

Section 5.5. President. The President shall be the principal officer of the Corporation and, subject to the control of the Board, shall in general supervise the business and affairs of the Corporation. The President shall act as a duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. The President may sign, upon authorization by the Board, deeds, mortgages, bonds, contracts or other instruments which the Board has authority to execute, 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 President and such other duties as may be prescribed by the Board from time to time.

Section 5.6. Vice-President. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Section 5.7. Secretary. The Secretary shall keep or cause to be kept all of the records of the Corporation, record or cause to be recorded the minutes of the meetings of the Board, send out or cause to be sent out all notices of meetings of the Board and ail Committees, attest to the seal of the Corporation where necessary or required, and keep or cause to be kept a register of the names and addresses of each Director. The Secretary shall perform such other duties as may be prescribed by the Board.

Section 5.8. Treasurer. The Treasurer shall insure or cause to be insured that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board.

Section 5.9. Other Officers. Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.

ARTICLE

Section 7.1.

VI

COMNMTTEES OF THE BOARD

Committees of the Board. The Board may, by resolution, establish standing committees and special committees of the Board. Unless otherwise specified by resolution of the Board or these Bylaws, the President shall annually appoint the members and the chairmen of the standing committees and shall fill vacancies on any standing committee. In addition, the President may, if so authorized by the Board, appoint the members and chairmen of such special committees as the Board may create, which members and chairmen may include persons who are not members of the Board. All committee appointments and chairman appointments must be approved by the Board.

Section 6.2 Executive Committee. The Executive Committee shall be a standing committee and shall be composed of the President, Vice President and Secretary. Executive Committee officers are elected by the members of the Board of Directors and shall serve a two (2) year term with not more than two (2) consecutive two year terms. The Executive Committee shall meet with public notice and shall report its deliberations and recommendations to the full Board of Directors at the next meeting thereof.

Section 6.3. Other Standing Committees. Other standing committees may be created by resolution of the Board. The purpose, duties, number of members and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

Section 6.4. Special Committees. Special committees, ad hoc committees, task forces and work groups may be created by resolution of the Board. The purpose, duties, number of members and reporting requirements of each special committee, ad hoc committee, task force or work group shall be specified in the resolution creating the committee.

Section 6.5. Committee Members' Term of Office. Unless otherwise specified by resolution of the Board, members of each committee shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation or removal as committee members.

Section 6.6. Committee Meetings. Meetings of any committee may be called by the chairman of such committee or upon the written request of one-third (1/3) of the committee members. Unless otherwise provided in these Bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

Section 6.7. Resignation or Removal of Committee Members. A member of any committee may resign at any time by tendering his resignation in writing to the Chairman of the Board. The Board, by a majority vote, may remove, with or without cause, any member from a committee and specifically, but not by way of limitation, may remove any member from a committee for failing to attend three (3) consecutive meetings of the committee.

VII
nDEMNIFICATION OF DIRECTORS AND OFFICERS

Indemnification. The Corporation shall indemnify to the fullest extent permitted by law each of its officers, Directors, whether or not then in office (and his executor, administrator and/or heirs) or any person who may have served at its request as a director or officer, against all reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he or she is or is threatened to be made a party because he or she is or was a Director, officer, employee or agent of this Corporation. He or she shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his or her duties to the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee or agent may be entitled.

Section 7.2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnib' him against such liability under the provisions of this Article VIl.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

Section 8.1. 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 8.2. Loans. 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, which authority may be general or confined to specific instances.

Section 8.3. 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 8.4. 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 8.5. Gifts. The Board may accept, on behalf of the Corporation, any contributions, gifts, bequests or devise.

ARTICLE

Section 9.1.

Section 8.6. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees of the Board. Minutes of each meeting shall be taken and distributed to the Board of Directors within thirty (30) days of each the meeting. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.7. Executive Director. The Board of Directors shall hire an Executive Director who shall serve as the chief operating officer of the Corporation to run the day-to day operation of the Corporation and report in person to the Board of Directors at each meeting. The Executive Director shall advise the Board of Directors on all matters of corporate policy and oversee all financial records. He or she shall have the power to bind the Corporation to written agreements as authorized by the Board of Directors. The Executive Director shall have the authority to hire, terminate and set compensation for faculty and staff. The Board of Directors shall set the compensation of the Executive Director.

Section 8.8. Staffing. The Corporation shall provide support staff to the Board of Directors and its committees.

Section 8.9. Conflicts of Interest. Directors shall abide by the Corporation's policy governing conflicts of interest.

Section 8.10. Parliamentarv Procedures. Matters may be introduced for consideration by the Board by any Director. All motions shall require a second before consideration, deliberation or vote by the Board. Other parliamentary procedures shall be guided generally by (but not necessary bound by) Robert's Rules of Order.

ARTICLE IX FISCAL YEAR

Section 9.1. Fiscal Year. The fiscal year of the Corporation shall end on June 30th of each year.

ARTICLE X
NOTICE

Section 10.1. General. Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or officer, it shall not be construed to require personal notice; rather, such notice may be given, unless otherwise required by these Bylaws, either personally or by depositing the same in a post office box in a postpaid envelope or by electronic transmission, in either case addressed to such Director or officer at his address as the same appears in the records of the Corporation; and three (3) days after the same shall be so mailed or delivered to the Director or officer shall be deemed to be the time of the giving of such notice.

Section 10.2. Waiver. Whenever by law, the Articles of Incorporation or these Bylaws notice is required to be given to any Director or officer, 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 equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE **XI**
AMENDMENTS

Section 11.1. By Directors. These Bylaws may be amended or repealed wholly or in part, at any meeting by a majority vote of the current membership of the entire Board.

Board President

Ratified

Date Amendments 06/15/2010