

**BYLAWS
OF
PARENTS STEP AHEAD, INC.**

These Bylaws govern the affairs of Parent's Step Ahead, Inc., a nonprofit corporation.

Parents Step Ahead, Inc. (the "Corporation") is organized and is intended to operate exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The Corporation's purposes include, but are not limited to, any purpose set forth specifically in its Certificate of Formation, as may from time to time be amended (the "Certificate").

To further the Corporation's purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Texas Business Organizations Code, as may from time to time be amended (the "TBOC"), not outside the scope of the Certificate.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, the Corporation will not carry on any activities which are precluded: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code; and/or (b) by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

**ARTICLE 1
OFFICES**

Principal Office

1.01. The Corporation's principal office in Texas will be located in Dallas, Texas unless otherwise determined by the Board of Directors (the "Board") of the Corporation (individually, "Directors"). The Corporation may have other offices, in Texas or elsewhere, as the Board may determine. The Board may change the location of any office of the Corporation by simple majority vote.

Registered Office and Registered Agent

1.02. The Corporation will maintain a registered office and registered agent in Texas. The

registered office may, but need not, be identical to the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted by the Texas Business Organizations Code (TBOC).

ARTICLE 2 BOARD OF DIRECTORS

General Powers

2.01. The affairs of the Corporation will be managed by the Board.

Number, Qualifications, and Tenure of Directors

2.02. The number of directors will be determined by the Board and will be no fewer than three (3) or more than fifteen (15). Directors must be USA residents. Director will serve for a term of two years, or until his successor is elected. Directors can be re-elected indefinitely.

Nominating Directors

2.03. At any meeting at which the election of a director is held, a director may nominate a person with the second of any other director, subject to such nominee having been proposed to the Board by the Nominations Committee.

Electing Directors

2.04. The Directors will be elected at the annual meeting of the Board. A person who meets the qualifications for Director and who has been duly nominated may be elected as a Director. Directors will be elected by majority vote of the Board and may be elected to succeed himself or herself as Director.

Vacancies

2.05. The Board will fill any vacancy in the Board and any Director position to be filled due to a decrease in the number of Directors. A vacancy is filled by the majority vote of the Directors, even if it is less than a quorum of the Board, or if it is a sole remaining director. A Director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office. Any Director elected to fill a vacancy created by an increase in the number of Directors shall serve until the next annual election of Directors or until his or her successor is elected and qualified.

Removing Directors

2.06. The Board may remove a Director at any time, with or without cause, at any meeting of the Directors by vote of a majority of the other Directors then in office. Notice of intention to act upon such matter shall have been given in the notice calling such meeting.

Resignation

2.07. A Director may resign at any time by delivering a written resignation to the Chair of the Board, if one has been appointed, or the President of the Corporation. Such resignation will be

effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Annual Meeting

2.08. The annual Board meeting will be held during the month of December of each year at a time and place determined by the Board for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors is for any reason not held during the month of December for any annual meeting, or at an adjournment thereof, the Board will cause the election to be held at a special meeting as soon thereafter as conveniently possible.

Regular Meetings

2.09. The Board may provide for regular meetings by resolution stating the time and place of meetings. Meetings may be held anywhere and can be conducted via telephone conference call.

Special Meetings

2.10. Special Board meetings may be called by the Chair or any two Directors. A person or persons authorized to call special meetings may fix any time or place for a special meeting. The person or persons calling a special meeting will inform the Secretary of the information to be included in the notice of the meeting. The Secretary of the Corporation will give notice to the directors as these Bylaws require. The meetings may be conducted via conference call.

Notice

2.11. Written, electronic or printed notice of any special meeting of the Board will be delivered to each Director to the address, facsimile number or e-mail address for each Director as it appears on the records of the Corporation, not fewer than seven (7) nor more than thirty (30) days before the date of the meeting. The notice will state the place, day, and time of the meeting, who called it, and its purpose.

Quorum

2.12. A majority of Directors constitutes a quorum for Board meetings for the transaction of business. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. Directors present at a meeting with quorum may continue to transact business even if any Director leaves the meeting. If a quorum is not present at any time during a meeting, a majority of Directors present may adjourn and reconvene the meeting once without further notice. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the TBOC or the Certificate.

Duties of Directors

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Distribution of Assets

2.13. In the event of dissolution of the Corporation, disposition of assets will be determined by majority vote of the Board. Assets may be distributed to Directors, donated to another organization or disposed of in any way as determined by the Board.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

Action without Meeting of Directors

2.14. Any action required or permitted by law to be taken at any meeting of the Board may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken is signed by a majority of all the members of the Board, unless the act of a greater number is required by statute, by the Certificate or by these Bylaws, in which case the signatures of such greater number shall be requisite to constitute the act of the Board. Such written consent shall be filed in the minutes or proceedings of the Board, as appropriate, and a copy of same shall be sent to each member of the Board who did not sign such consent.

Proxies

2.15. A Director may not vote by proxy.

Compensation

2.16. Directors may not be paid for services, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the Board. A Director may serve the Corporation in any other capacity and receive compensation for those services. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

Removing Directors

2.17. The Board may remove a Director at any time, with or without cause, at any meeting of the Directors by vote of a majority of the other Directors then in office. Notice of intention to act upon such matter shall have been given in the notice calling such meeting.

ARTICLE 3 OFFICERS

Officer Positions

3.01. The elected officers of the Corporation shall minimally consist of a President, a Secretary and a Treasurer. The Corporation may also have a Chairman of the Board and such other officers, both active and honorary, as the Board may from time to time deem advisable. Any person may simultaneously hold more than one office, except that the offices of President and Secretary shall not be held by the same person.

Election and Term of Office

3.02. The Board will elect the Corporation's officers every two years at the annual meeting. If

officers are not elected at this time, they will be elected as soon thereafter as possible.

Each officer will hold office until a successor is duly selected and qualifies, unless he or she earlier dies, resigns or is removed from office.

Resignation and Removal

3.03. Any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairman of the Board, the President or the Secretary. Such resignation will be effective upon receipt, unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Any officer of the Corporation may be removed from office by the Board with or without cause, but such removal will be without prejudice to the contractual rights, if any, of the person so removed. Election or appointment of an officer does not in itself create any contractual rights.

Vacancies

3.04. Vacancies in any office occasioned by the death, resignation, or removal of any officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his or her predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

Compensation

3.05. The compensation, if any, of the officers, will be fixed from time to time by the Board, and no officer will be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation; provided, however, that such compensation will include only reasonable compensation for personal services actually rendered.

President

3.06. The President will be the chief executive officer of the Corporation, with voting rights, and if the Chair of the Board has not been elected, he or she will preside at all meetings of the Board. He or she may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Board will authorize and direct. He or she will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President. The president will manage the administration and operations of the Corporation under the directions of the Board, and to perform such other duties as may be prescribed by the Board. The President will serve at the pleasure of the Board and will be compensated for his or her services, as shall be approved by the Board.

Chair of the Board

3.07. If a Chair of the Board is elected, the Chair of the Board will perform the following:
Oversee Board meetings;
Work in partnership with the President to ensure execution of Board resolutions;
Call special meetings;

Appoint all committee chairs, and along with the President, recommend members of committees;
Assist the President in preparing Board meeting agendas;
Assist the President in conducting new board member orientation;
Oversee searches for a new President; and
Such other additional duties or authority as may be delegated or assigned by the Board to the Chairman of the Board, other than those conferred by law exclusively upon the President or another officer, as the Board may from time to time determine.

Vice President

3.08. When the Chair is absent, cannot act, or refuses to act, a Vice President will perform the Chair's duties. When acting in the Chair's place, the Vice President has all the powers of, and is subject to all the restrictions on, the Chair. A Vice President will perform other duties as assigned by the President or Board.

Treasurer

3.08. The treasurer will:

- a) Manage the Corporation's funds and securities
- b) Be knowledgeable about nonprofit organization financial management
- c) Chair the Finance Committee
- d) Manage, with the Finance Committee, the board's review of and actions related to the board's financial responsibilities
- e) Work with the Chief Executive to ensure that financial reports are made available to the board on a timely basis
- f) Present the annual budget for board approval
- g) Perform other duties as assigned by the chair or the board
- (e) Monitor the maintenance of the Corporation's financial books and records
- (f) Oversee preparation and submission of annual financial reports
- g) Perform other duties as assigned by the president or the Board

Secretary

3.09. The Secretary will:

- a) Give all notices as provided in the bylaws or as required by law
- b) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records

- c) Maintain custody of the corporate records and seal
- d) Affix the corporate seal to all documents as authorized
- e) Keep a register of the mailing address of each director, officer and employee of the Corporation
- f) Perform duties as assigned by the president or the Board
- g) Perform all duties incident to the office of secretary
- g) When authorized and directed by the Board, he or she will execute with the President all contracts, deeds, and other instruments for and on behalf of the Corporation.

ARTICLE 4 COMMITTEES

Establishing Committees

4.01. The Board may establish committees and appoint or remove members of a committee by majority vote. A committee will include two or more directors and may include persons who are not directors. The Board may also delegate to the president its power to appoint and remove members of a committee. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law.

Authorization of Specific Committees

4.02. The following committees are authorized: Nominating, Finance and Program committees. The Board will define the activities and scope of authority of each committee by resolution.

Term of Office

4.03. Each committee member will serve until the next annual Board meeting and until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed.

Removal and Vacancies

4.04. A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Chair and Vice-Chair

4.05. One member of each committee will be designated as committee chair, and another member will be designated as vice-chair. The chair and vice-chair will be appointed by the president. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of, and is subject to all the restrictions on, the chair.

Notice of Meetings

4.06. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

Quorum

4.07. A majority of committee members constitutes a quorum for committee meetings for the transaction of business. Each committee member present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. Committee members present at a meeting with quorum may continue to transact business even if any one or more committee members leave the meeting. If a quorum is not present at any time during a meeting, a majority of committee members present may adjourn and reconvene the meeting once without further notice.

Actions of Committees

4.08. The vote of majority of committee members present and voting at a meeting at which a quorum is present will be the act of the committee unless the act of a greater number is required by the Certificate, the TBOC or by some other provision of these Bylaws.

Actions without Meeting of Committee

4.09. Any action required or permitted by law to be taken at any meeting of any committee may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken is signed by a majority of all the members of such committee, unless the act of a greater number is required by statute, by the Certificate or by these Bylaws, in which case the signatures of such greater number shall be requisite to constitute the act of the committee. Such written consent shall be filed in the minutes or proceedings of the committee, as appropriate, and a copy of same shall be sent to each member of the committee who did not sign such consent.

Proxies

4.10. A committee member may not vote by proxy.

Compensation

4.11. Committee members may not be paid for services, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the committees. A Committee member may serve the Corporation in any other capacity and receive compensation for those services.

Rules

4.11. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

ARTICLE 5 TRANSACTIONS OF CORPORATION

Contracts

5.01. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Deposits

5.02. The Board will select the institutions wherein the Corporation's funds will be deposited.

Gifts

5.03. The Board may accept, on the Corporation's behalf, any contribution for any purpose of the Corporation. The Board may make gifts and give contributions not prohibited by these Bylaws, the certificate of formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Potential Conflicts of Interest

5.04. The Corporation may not make any loan to a director or officer of the Corporation. A director, officer, or committee member of the Corporation may lend money to - and otherwise transact business with - the Corporation except as provided by these Bylaws, the Certificate and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from - or otherwise transact business with - a director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from - or otherwise transact business with - a director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval. Parties to the transaction may not vote.

Nepotism

5.05. The Corporation may not employ or contract with any party so that an individual will be hired for a position that is to be directly or indirectly compensated by the Corporation if the

individual is a descendant of, or shares a common ancestor with, a director, officer or committee member of the Corporation, unless otherwise approved by the board.

Prohibited Acts

5.06. As long as the Corporation exists, and except with the Board's prior approval, no director, officer, or committee member of the Corporation may:

- (a) Act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Act with the intention of harming the Corporation or any of its operations.
- (c) Act in any way that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to any person not authorized to receive it.
- (i) Take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures.
- (j) Take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures.

ARTICLE 6 BOOKS AND RECORDS

Required Books and Records

6.01. The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the certificate of formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.

(c) Minutes of the proceedings of the Board, and committees having any of the authority of the Board.

(d) A list of the names and addresses of the directors, officers, and any committee members of the Corporation.

(e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.

(f) A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.

(g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(h) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three most recent tax years.

Inspection and Copying

6.02. Any director, officer, or committee member may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five (5) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor. The Corporation will provide requested copies of books or records no later than five (5) working days after receiving a proper written request.

Compliance Audit

6.03. In order to ensure that the Corporation uses its donations and assets in accordance with the restrictions of donors required by the Corporation's tax exempt status, and the purposes designated by the Board, a compliance audit shall be conducted no less than every two years. Results of the compliance audit shall be presented to the Board by the external auditors, and shall be performed in accordance with generally accepted accounting principles, the AICPA Audit and Accounting Guide: Non-for-Profit Organizations, or the then-applicable procedures.

ARTICLE 7 FISCAL YEAR

7.01. The Corporation's fiscal year will begin on the first day of January and end on the last day of December in each year.

ARTICLE 8 INDEMNIFICATION

Limitation on Liability

8.01. A Director shall not be personally liable to the Corporation for monetary damages for any act or omission in such Director's capacity as a Director, except that this Section does not authorize the elimination or limitation of the liability of a Director to the extent the Director is found liable for: (i) a breach of the Director's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or (iv) an act or omission for which the liability of a Director is expressly provided by an applicable statute. The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a Director may be entitled under any other provision of the Certificate or these Bylaws, contract or agreement, vote of directors, principle of law or otherwise. Any repeal or amendment of this Section shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such repeal or amendment. In addition to the circumstances in which a Director is not personally liable as set forth in the foregoing provisions of this Section, the liability of a Director shall be eliminated to the full extent permitted by any amendment hereafter enacted to the TBOC or other Texas law that further eliminates or permits the elimination of the liability of a Director.

Indemnification

8.02. Except as otherwise determined by the Board, the Corporation shall indemnify and protect any director, officer, employee, or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager, or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the laws of the State of Texas, and the Board may secure or pay for insurance at the expense of the Corporation for such purpose.

Procedures Relating to Indemnification Payments

8.03. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board by the same vote as provided in sub-subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a) (iii), above, governing selection of special legal counsel. A provision contained in the certificate of formation, or a resolution of members or the Board that requires the indemnification permitted by paragraph 8.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

ARTICLE 9 NOTICES

Notice by Mail, Fax or Email

9.01. Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee may be given by mail, fax or email. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by fax, a notice is deemed delivered when sent by fax to the fax number in the corporate records and a confirmation of receipt is retained by the sender. If given by email, a notice is deemed delivered when the electronic message is transmitted to the email address provided by the person. A person may change his or her address, fax number or email address in the corporate records by giving written notice of the change to the Secretary of the Corporation.

Signed Waiver of Notice

9.02. Whenever any notice is required by law or under the certificate of formation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Waiving Notice by Attendance

9.03. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**ARTICLE 10
SPECIAL PROCEDURES CONCERNING MEETINGS**

Meeting by Remote Communications Technology

10.01. A meeting of the Board or any committee designated by the Board may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system; and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. A Director's participation in a meeting held in a manner provided for in this section constitutes that Director's presence at the meeting.

Decision without Meeting

10.02. Any decision required or permitted to be made at a meeting of the Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Proxy Voting

10.03. A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with the secretary of the Corporation or other designated officer remains in force until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- (b) The proxy authority expires under the proxy's terms.
- (c) The proxy authority expires under the terms of these Bylaws.

**ARTICLE 11
DISSOLUTION**

11.01. As provided by Section 22.304 of the TBOC, as amended, after all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged in accordance with Section 11.053 of the TBOC upon the dissolution of the Corporation:

- (1) Property held by the Corporation on a condition requiring return, transfer or conveyance because of the winding up or termination shall be returned, transferred or conveyed in accordance with that requirement; and

(2) The remaining property of the Corporation shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Code, or described by Section 170(c)(1) or (2) of the Code, under a plan of distribution adopted under the TBOC.

A district or other appropriate court of the county in which the Corporation's principal office is located shall distribute to one or more organizations exempt under Section 501(c) (3) of the Code, or described by Section 170(c) (1) or (2) of the Code, the property of the Corporation remaining after such a distribution of property under a plan of distribution under the TBOC. Any such court shall make such distribution in the manner the court determines will best accomplish the general purposes for which the Corporation was organized.

ARTICLE 12 AMENDING BYLAWS

12.01. These Bylaws may be amended, or repealed, and new bylaws may be adopted by the affirmative vote of a majority of all Directors then in office. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 13 MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

13.01. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

13.02. These Bylaws shall be construed to conform to all legal requirements and requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

13.03. These Bylaws shall be construed to conform to all legal requirements and requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations.

Seal

13.04. The Board of Directors may provide for a corporate seal. Such a seal would contain the words "Parents Step Ahead, Inc.", "Texas," and the year of incorporation.

Power of Attorney

13.05. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

Parties Bound

13.06. The bylaws will bind and inure to the benefit of the directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Parents Step Ahead, Inc. and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted pursuant to a written unanimous consent of the Board of Directors dated as of July 20, 2015

Dated: _____

FDGómez [signature] Frank D. Gómez _____
Secretary of the Corporation