AMENDED AND RESTATED BYLAWS OF MEDARYVILLE NURSERY SCHOOL, INC. ("ORGANIZATION")

ARTICLE I
PURPOSE

1.1. The purposes of this Organization are charitable, religious, educational, and scientific purposes within the meaning of Internal Revenue Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), (the "Code"), and to have and to exercise any and all powers, rights, and privileges which an organization organized under the Indiana Nonprofit Corporation Act of 1991, more particularly described in I.C. 23-17-4-2, as amended from time to time (the "Act"), by law may now or hereafter have or exercise.

ARTICLE II
BOARD OF DIRECTORS

2.1. Authority. Except as limited by the Articles of Incorporation or these Bylaws, the Board of Directors has full power and authority to manage, supervise and control the affairs and business of the Organization. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation, or these Bylaws.

2.2. Number of Directors. The Board of Directors shall have at least three (3) directors ("Directors"). The numbers of directors can be increased or decreased from time to time, by the majority of the Board of Directors.

2.3. Term and Vacancies. The Directors shall each be elected or appointed by the Board of Directors at the annual meeting of the Board of Directors provided that the initial Directors can be appointed by the Incorporator. Directors shall serve a term of one (1) year. Directors may serve an indefinite number of successive terms. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors will be filled by a majority vote of the Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his/her predecessor in office.

2.4. Removal**.** Any Director may be removed at any time for cause at a regular or special meeting called for that purpose by a majority of the Board of Directors.

2.5. Resignation**.** Any Director may resign from the Board of Directors at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Organization. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board of Directors or such officer. The acceptance of such resignation

shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

2.6. Annual and Regular Meetings.

A. Place of Meetings and Notice. The annual meetings of the Board of Directors shall be at a place to be determined by the Board of Directors. Unless notice is waived, the Secretary shall provide notice of meetings by ordinary United States mail, electronic transmission, or facsimile, post-marked or transmitted at least ten (10) days and not more than sixty (60) days prior to such meeting. Attendance at the meeting in person or by proxy will constitute waiver of notice.

B. Annual Meetings. An annual meeting of the Board of Directors shall be held in April each year. No formal notices of the annual meeting are required. The purpose of the annual meeting is to elect Directors and Officers and for the transaction of such other business as may come before the meeting. The meeting of the Directors may be held by means of a conference telephone or similar communication equipment by which all persons participating in the meeting can simultaneously communicate with each other. Participation by this means constitutes presence in person at the meeting for purposes of waiver of notice. No formal notices of the annual meeting are required.

C. Regular Meetings. The Board of Directors shall hold additional regular meetings as established by the Board of Directors. The Board of Directors may provide for such meetings by resolution stating the date, time, and location of such meetings of the Board without notice other than such resolution. The meeting of the Board of Directors may be held by means of a conference telephone or similar communication equipment by which all persons participating in the meeting can simultaneously communicate with each other. Participation by this means constitutes presence in person at the meeting for purposes of waiver of notice. No formal notices of the annual meeting are required.

2.7. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or a majority of the Board of Directors. The President or Directors calling the meeting shall provide the Secretary with the time and date of the special meeting. Unless notice is waived, the Secretary shall give written notice of the special meeting to each Director by ordinary United States mail or electronic transmission, postmarked or transmitted not less than 5 calendar days prior to such meeting. Such notice must contain the purpose of the special meeting and no business except that specified in the notice may be transacted at such meeting.

2.8. Quorum. At any meeting of the Board of Directors, a majority of the number of elected Directors is required to constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present is required to pass any measure, unless otherwise provided in these Bylaws.

2.9. Action Without a Meeting**.** Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

2.10. Compensation. Directors shall not receive compensation for their role as a Director of the Organization, but nothing herein will be construed as to prevent a Director from receiving compensation from the Organization for duties other than those as a Director.

ARTICLE III
OFFICERS

3.1. Number. The Organization will have the following officers: a President, a Secretary, a Treasurer, and such other subordinate officers as may be chosen by the Board of Directors at such time, in such manner, and for such terms as the Board of Directors may prescribe. The Organization may have one or more Vice Presidents. The offices of President, Secretary and Treasurer may be held by the same person. The offices of President and Vice President may not be held by the same person.

3.2. Election, Term of Office, and Qualifications. The Board of Directors shall elect the officers each year at the annual meeting of the Board of Directors. The officers will hold their office until a successor is elected, or until the officer resigns or is removed from office.

3.3. Removal. The Board of Directors may remove any officer at any time, with or without cause, by a majority vote of the Directors at the meeting called for that purpose.

3.4. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or Secretary. The resignation will be effective immediately, unless it specifically provides for a later effective date.

3.5. Vacancies. The Board of Directors shall fill any vacancy in an office by a majority vote of the Directors.

3.6. Duties. The duties of the officers will be those that are usually imposed upon such officials of an organization and those imposed by law, and any specific duties assigned to them by the Board of Directors, which are generally described as follows:

A. President. The President shall serve as the manager of the Organization and shall supervise and control all of the business and affairs of the Organization. The President shall serve as the Chairman at any meeting of the Board of Directors, unless the Board of Directors appoints another Director for such purpose. The President has the authority to sign contracts and leases, and the authority to sell and purchase the Organization's assets, both real and personal, and to sign all documents related thereto.

B. Vice President. In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice President (and if more than one Vice-President, in the order designated at their election) shall perform the duties of the President.

C. Secretary. In the absence of the President and Vice President or in the event of his/her death, inability, or refusal to act, the Secretary (and if more than one Secretary, in the order designated at their election) shall perform the duties of the President. The Secretary shall (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, including notices of special meetings; (c) be custodian of the Organization's records specified in these Bylaws; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

D. Treasurer. The Treasurer shall (a) be responsible for all funds of the Organization; (b) verify and pay all accounts payable, collect all accounts receivable, and deposit all funds in the name of the Organization; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

3.7. Other Offices. In addition to the offices provided for in this section, the Board of Directors may create and fill other offices at their discretion.

3.8. Compensation. Compensation of all officers of the Organization will be as determined by a majority vote of the Board of Directors.

ARTICLE IV
COMMITTEES

4.1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Organization; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

4.2. Executive Committee. If an Executive Committee is designated, then the Officers shall serve on the Executive Committee. In the absence of the Board of Directors or inability of the Board of Directors to hold a meeting when action is necessary, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Organization; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any

responsibility imposed upon it or him/her by law. The Executive Committee shall report all actions taken at the next meeting of the Board of Directors.

4.3. Advisory Board. If an Advisory Board is created, then the Board of Directors or President shall set the policies and rules for the Advisory Board. The Advisory Board shall have no voting rights. The Advisory Board shall provide guidance to the Board of Directors regarding the Organization.

4.4. Other Committees. Other committees not having or exercising the authority of the Board of Directors in the management of the Organization may be designated by a resolution adopted by the Board of Directors present at a meeting at which a quorum is present. The Board of Directors or President shall set the policies and rules for such committee. The President or Board of Directors shall appoint the members of the committee thereof. Any member thereof may be removed by the President or the Board of Directors.

4.5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE V
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

5.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization and such authority may be general or confined to specific instances. The Board of Directors shall hire and set the salary of all employees of the Organization which the Board of Directors deems, in its discretion, necessary for the operation of the Organization.

5.2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Organization.

5.3. Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

5.4. Gifts. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization.

ARTICLE VI
BOOKS AND RECORDS

6.1. Records. The Organization shall keep as permanent records a record of the following:

A. Minutes of meetings of the Organization's Board of Directors.

B. A record of actions taken by the Directors without a meeting.

C. A record of actions taken by committees of the Board of Directors.

D. Appropriate accounting records.

E. The Organization's records in written form or in another form capable of conversion into written form within a reasonable time.

F. The Organization's Articles of Incorporation or Restated Articles of Incorporation and all amendments to the Articles of Incorporation currently in effect.

G. The Organization's Bylaws or restated bylaws and all amendments to the Bylaws currently in effect.

H. A list of the names and business or home addresses of the Organization's Directors and officers.

I. The Organization's most recent annual report delivered to the Secretary of State.

6.2. Inspection. All books and records of the Organization may be inspected by any Director for any proper purpose at any reasonable time. Any Member may inspect the books and records of the Organization if the Member's demand is made in good faith and for a proper purpose, the demand describes with reasonable particularity the proper purpose and the records the Member desires to inspect, and the records are directly connected with the proper purpose. Members may inspect the books and records of the Organization at a reasonable time and location specified by the Organization if the Member gives the Organization written notice or a written demand at least five (5) business days prior to the date on which the Member desires to inspect and copy the records.

6.3. Principal Office. The Organization's principal office is the address so designated in the Indiana Business Entity Report filed in the Office of the Indiana Secretary of State. The Board of Directors shall establish the principal office of the Organization.

ARTICLE VII
FISCAL YEAR

7.1. The fiscal year of the Organization shall begin on the first day of July and end on the last day of June the following year.

ARTICLE VIII
PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE ORGANIZATION

8.1. No Inurement. No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to, its Members, directors, officers, trustees, or other private persons, except that the Organization 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 in Article I hereof.

8.2. Not a Private Foundation; Contingencies. Notwithstanding any other provision of these Articles, at any time the Organization is deemed a "private foundation" described in Code § 509(a), the Organization shall not:

A. Engage in any act of self-dealing as defined in Code § 4941(d);

B. Retain any excess business holdings as defined in Code § 4943(c);

C. Make any investment in such manner as to subject the Organization to tax under Code § 4944; or

D. Make any taxable expenditure as defined in Code § 4945(d).

8.3. Not an Action Organization; No Political Involvement. Except as otherwise permitted by Code § 501(h), no substantial part of the activities of the Organization shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Organization shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as permitted under Code § 501(c)(3) of the Code, the Code of Federal Regulations or other applicable federal law.

8.4. Conflict of Interest. Directors and Officers shall abide by the Conflict of Interest Policy adopted by the Board of Directors. The Directors will not be compensated for their service on the Board of Directors. Directors may be employed by the Organization to work on projects of the Organization for which they will be compensated. Any Director receiving compensation as an employee of or independent contractor for the Organization must abstain from voting on matters directly related to that compensation.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

9.1. The Board of Directors, by a majority vote, have the power to amend or restate the Articles of Incorporation and the Bylaws of the Organization. Such amendments or restatements must be in writing and will be appropriately noted in the records of the Organization.

ARTICLE X
DISSOLUTION

10.1 Upon the dissolution of the Organization, after payment of all of the liabilities of the Organization, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Adopted as of: January 11, 2023

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Brandy Aschbrenner, Director

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