

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM478701

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Flipswitch, Inc.		05/07/2018	Corporation: ARIZONA
RECEIVING PARTY DATA			
Name:	Strongmind, Inc.		
Street Address:	2471 N. Arizona Avenue		
City:	Chandler		
State/Country:	ARIZONA		
Postal Code:	85225		
Entity Type:	Corporation: ARIZONA		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Serial Number:	87095129	LOUDMOUTH	
Serial Number:	87132324	STRONGMIND	
Serial Number:	87098121	STRONGMIND	
Serial Number:	87792380	VALOR	
Serial Number:	87412553	PRIMAVERA LEARNING CENTERS	
Serial Number:	87418569	REASON · RELEVANCE · READINESS EST. 2001	
Serial Number:	87183372	VALOR ONLINE HIGH SCHOOL	
Serial Number:	87412447		
Serial Number:	86550800	PRIMAVERA	
Serial Number:	86403609		
Serial Number:	86403308	PRIMAVERA ONLINE MIDDLE SCHOOL	
Serial Number:	85195554	WWW.GOTHIGHSCHOOL.COM	
Serial Number:	85836889	STRONGMIND	
Serial Number:	85744094		
Serial Number:	85710059	BUILT BY EDUCATORS, FOR EDUCATORS	
Serial Number:	85247647	FLIPSWITCH	
Serial Number:	78702891	PRIMAVERA ONLINE HIGH SCHOOL	
Serial Number:	77382595	PRIMAVERA	
Serial Number:	77382579	PRIMAVERA ONLINE HIGH SCHOOL	

OP \$490.00 87095129

CORRESPONDENCE DATA**Fax Number:** 3128767934*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.***Phone:** 3128763122**Email:** hope.karmo@dentons.com**Correspondent Name:** Dentons US LLC - Carol Anne Been**Address Line 1:** P.O. Box #061080**Address Line 2:** Wacker Drive Station, Willis Tower**Address Line 4:** Chicago, ILLINOIS 60606**NAME OF SUBMITTER:** Carol Anne Been**SIGNATURE:** /cab13122/**DATE SIGNED:** 06/20/2018**Total Attachments: 23**

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RECEIVED

MAY 10 2018

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

COVER SHEET

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT
**** ORDER COPIES USING A RECORDS REQUEST FORM ****

WHAT ARE YOU FILING?

- New Entity
- Change to existing entity
- Re-submission of rejected filing

ENTITY NAME - give the exact name of the corporation as currently shown in A.C.C. records:

Flipswitch, Inc.

EXPEDITED PROCESSING?

- YES - add \$35 to the filing fee
- NO - pay only the filing fee

Document filing fees are listed on the bottom of each form or on the fee schedule on our website, <http://ecorp.azcc.gov>, under the FAQs.

PAYMENT:

- MOD Account #: _____ Total amount to deduct: _____

Cash - do not mail cash. Cash may be used only for in-person submittals.

Checks or money orders - must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. UNACCEPTABLE CHECKS include: no imprinted or preprinted name and address of the account holder; no imprinted or preprinted check number; handwritten or stamped names, addresses, or check numbers; temporary checks (new accounts).

Credit cards - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa, MasterCard, and American Express.

REQUIRED - RETURN DELIVERY OPTION (PLEASE PRINT CLEARLY and select only ONE):

<input checked="" type="checkbox"/> Email	Email address: aanderson@wwpfirm.com		
<input type="checkbox"/> Pick up	Name:	Phone: 480-477-8583	
<input type="checkbox"/> Mail	Name:		
	Address:		
	City:	State:	Zip:
	Phone:		

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK)

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK-UP BY: _____ DATE: _____

View current processing times at: www.azcc.gov/Divisions/Corporations/document-processing-times.pdf



ARIZONA CORPORATION COMMISSION
Powering Arizona's Future

Corporations Division

Commissioners
Chairman, Tom Forese
Bob Burns
Boyd Dunn
Andy Tobin
Justin Olson

Date: 6/18/2018

Delivered via:

ANN-MARIE ANDERSON
WRIGHT WELKER & PAUOLE PLC
10429 SOUTH 52ST STREET STE 285
PHOENIX AZ 85044
USA

RE: Entity Name: STRONGMIND, INC.
 ACC File Number: 20200192
 ACC Order Number: 5692789
 Document Received Date: 05/11/2018

We are pleased to notify you that the Articles of Amendment - For-Profit for the above-referenced entity have or has been APPROVED for filing.

If the known place of business of the corporation is NOT in Maricopa County or Pima County, the document must be published. The publication must be completed within 60 days after 06/18/2018, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf. You may receive an Affidavit of Publication from the newspaper that may be filed with the ACC, but filing it is not mandatory.

If the known place of business of the corporation is in Maricopa County or Pima County, the Commission has already posted notice of the approved document on its website at <http://ecorp.azcc.gov/publicnotice>. This posting by the Commission satisfies the statutory requirement for public notice, and no further action on your part is required in order to satisfy the notice requirement. You may, however, choose to provide additional public notice by publishing a copy of the approved document in a newspaper. If you choose to publish, the publication must be completed within 60 days after 06/18/2018, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf.

The Corporations Division strongly recommends that you periodically monitor the corporation's public record, which can be viewed at www.ecorp.azcc.gov. If you have questions or for further information, contact Customer Service at 602-542-3026, or, within Arizona only, 800-345-5819.

Division Director Patricia Barfield
1300 W. Washington Street, Phoenix, AZ 85007 | 602-542-3026 | azcc.gov

**ARTICLES OF AMENDMENT
FOR-PROFIT CORPORATION**
Read the Instructions C014i

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:

Flipswitch, Inc.

2. **A.C.C. FILE NUMBER:** 20200192

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Date on which the attached amendment was adopted: May 8, 2018

4. Does the amendment provide for an exchange, reclassification or cancellation of issued shares?

Yes – go to number 4.1 and continue. No – go to number 5 and continue.

4.1 If your answer to number 4 was "yes," does the amendment contain provisions for implementing the exchange, reclassification or cancellation of issued shares?

Yes – go to number 5 and continue. No – go to number 4.2 and continue.

4.2 If your answer to number 4.1 was "no," you must provide a statement of the provisions for implementing the exchange, reclassification or cancellation of issued shares – attach a separate sheet with the statement.

5. Check one box concerning approval of the amendment and follow instructions (review the Instructions C014i for information about voting groups):

- Approved by incorporators or board of directors without shareholder action, and shareholder approval was not required or no shares have been issued – go to number 6.
- Approved by shareholders but not voting groups – complete numbers 5.1 and 5.2.
- Approved by shareholders *and* voting groups – complete numbers 5.1, 5.2, and 5.3.
- Approved by voting group(s) only – complete numbers 5.1 and 5.3.

5.1 Shares – list below each class and/or series of shares and the total number of outstanding shares for each class or series (*example*: common stock, 100 shares). If more space is needed, check this box and complete and attach the Shares Issued Attachment form C097.

Class: <u>Common</u>	Series:	Total: <u>100,000</u>
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:

5.2 Shareholder approval (all blanks must be filled in):

Total votes entitled to be cast	Votes in favor that were sufficient for approval of amendments	Votes against amendments
100,000	100,000	0

5.3 Voting Groups - complete each blank below for each voting group. Review the Instructions C0141 for information about voting groups. If more space is needed, check this box and complete and attach the Voting Attachment form C089.

Voting Group (class / series)	Total votes in voting group	Indisputable votes at meeting	Votes in favor that were sufficient for approval of amendments	Votes against amendments

6. A copy of the corporation's amendment must be attached to these Articles.

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

Damian Creamer
 Signature

I ACCEPT

Damian P. Creamer
 Printed Name

5/8/2018
 Date

REQUIRED - check only one:

<input checked="" type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: \$25.00 (regular processing) Expedited processing - add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the instructions, please call 602-542-3036 or (within Arizona only) 800-345-5819.

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS OF FLIPSWITCH, INC.,
AN ARIZONA FOR PROFIT CORPORATION
IN LIEU OF A SHAREHOLDERS' MEETING**

The undersigned, constituting all of the shareholders of FLIPSWITCH, INC., an Arizona for profit corporation (the "Corporation"), acting pursuant to the authority granted in A.R.S. §10-704, any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the consent of shareholders who would have been entitled to vote on the action. Such an action taken shall be effective on the date that the last shareholder signs the consent or as otherwise provided in A.R.S. Title 10, do/does hereby unanimously consent to the adoption of the following resolutions without the formality of convening a member meeting of the Corporation:

WHEREAS, the Corporation desires to change its name to "Strongmind, Inc." an Arizona for profit corporation, with such change consistent with the laws of the State of Arizona, including, but not limited to A.R.S. § 29-783 *et seq.*, as amended from time to time, and to effectuate such name change as soon as possible;

WHEREAS, in order to effectuate the change of the Corporation's name, the Corporation has reviewed and approved the attached articles of amendment ("Articles of Amendment")(Exhibit A) to be filed with the Arizona Corporation Commission, consistent therewith;

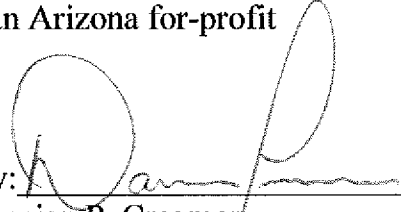
WHEREAS, the Corporation shall effectuate an exchange of all current Corporation shareholder certificates for shareholder certificates reflecting the new

corporation name, "Strongmind, Inc.". Such share exchange shall occur within sixty (60) days of adoption of this resolution; and

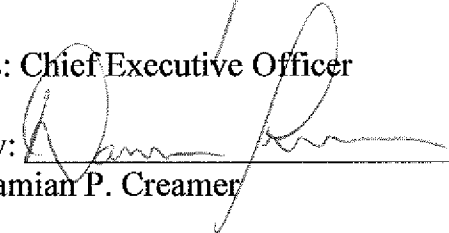
WHEREAS, the Company resolves to take all additional necessary and appropriate actions to effectuate such name change of the Corporation and to comply with all applicable laws of the State of Arizona.

NOW, THEREFORE, IT IS RESOLVED, that the foregoing resolutions are approved and effective on MAY 7th, 2018.

FLIPSWITCH, INC., an Arizona for-profit corporation

By: 
Damian P. Creamer

Its: Chief Executive Officer

By: 
Damian P. Creamer

Its: Chairman of the Board (and Sole Shareholder of Record)

EXHIBIT A

ARTICLES OF AMENDMENT

FOR FLIPSWITCH, INC., AN ARIZONA FOR PROFIT CORPORATION

FLIPSWITCH, INC., an Arizona for profit corporation (the "Corporation"), acting pursuant to the authority granted in A.R.S. §10-704 (and any other applicable statute), does hereby adopt the following Amendment to its Articles of Incorporation as originally filed with the Arizona Corporation Commission on July 16, 2015, at file number 20200192:

Section 2, "Entity Name" is changed from FLIPSWITCH, INC., to STRONGMIND, INC.

With such name change taking effect as soon as such is approved by the Arizona Corporation Commission or earlier date, if applicable, and the Corporation shall take any and all necessary actions to effectuate these Articles of Amendment and changes contemplated therein.

Further, the Corporation shall effectuate an exchange of all current Flipswitch, Inc. shareholder certificates for shareholder certificates reflecting the new corporation name, "Strongmind, Inc.". Such share exchange shall occur within sixty (60) days of adoption of these Articles of Amendment..

Date: MAY 7th, 2018

FLIPSWITCH, INC., an Arizona for-profit corporation

By: 
Damian P. Creamer

Its: Chief Executive Officer

By: 
Damian P. Creamer

Its: Chairman of the Board (and Sole Shareholder of Record)

Bylaws
of
Strongmind, Inc.,
an Arizona For Profit
Corporation

BYLAWS
OF
STRONGMIND, INC.
(an Arizona for profit corporation)

These Bylaws ("Bylaws") are adopted by this Corporation and are supplemental to Title 10 of the Arizona Revised Statutes ("A.R.S."), as the same shall from time to time be in effect.

ARTICLE I. NAME.

Section 101. Name. The name of the Corporation is Strongmind, Inc., an Arizona for profit corporation. ("Corporation").

Section 102. State of In Corporation. The Corporation has been incorporated under the laws of the State of Arizona.

ARTICLE II. REGISTERED AND PRINCIPAL OFFICES.

Section 201. Statutory Agent and Registered Office. The statutory agent and registered office of the Corporation in the State of Arizona is Ann-Marie Anderson, Esq., Wright Welker & Pauole, PLC, 10429 South 51st Street, Suite 275, Phoenix, Arizona 85044.

Section 202. Offices. The principal office of the Corporation and any other offices of the Corporation shall be located at such places, within and without the State of Arizona, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE III. MEETINGS OF SHAREHOLDERS.

Section 301. Place of Meetings. All meetings of the shareholders shall be held at such place or places, within or without the State of Arizona, as shall be determined by the Board of Directors from time to time.

Section 302. Annual Meetings. The annual meeting of the shareholders shall be held on the ___ day of _____ or when otherwise designated by the Board of Directors. If a meeting date falls on a legal holiday, then the meeting shall be held on the next secular day following, or at such other date and time as may be set and stated in the notice of the meeting. At the annual meeting, the shareholders shall elect the directors and the

transaction of such other business as may properly come before the annual meeting. The meeting shall be held at such place and at such time as the Board of Directors shall fix. Any business which is a proper subject for shareholder action may be transacted at the annual meeting, irrespective of whether the notice of said meeting contains any reference thereto, except as otherwise provided by applicable statute or regulation.

Section 303. Special Meetings. Special meetings of the shareholders may be called at any time by the Board of Directors, the President, the Chief Executive Officer, or by the shareholders entitled to cast at least one-fifth of the vote which all shareholders are entitled to cast at the particular meeting. Business transacted at any special meeting of the stockholders shall be limited to the purposes stated in the notice of such meeting.

Section 304. Conduct of Shareholders' Meetings. Subject to Section 803 hereof, the President or Chief Executive Officer shall preside at all shareholders' meetings, or, in his or her absence, any vice-president. The officer presiding over the shareholders' meeting may establish such rules and regulations for the conduct of the meeting as he or she may deem to be reasonably necessary or desirable for the orderly and expeditious conduct of the meeting. The revocation of a proxy shall not be effective until written notice thereof has been given to the Secretary of the Corporation.

Section 305. Notice of Annual and Special Meetings of the Shareholders. Unless A.R.S. Title 10 requires otherwise, and subject to actions taken pursuant to Section 306 hereof, written notice of every meeting of the shareholders shall be given by, or at the direction of, any officer of the Corporation or any other authorized person, to each shareholder of record entitled to vote at the meeting at least 10 days prior to the day named for the meeting.

Section 306. Action by Shareholders in Lieu of Meeting. Pursuant to the authority granted in A.R.S. § 10-704, any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the consent of shareholders who would have been entitled to vote on the action. Such an action taken shall be effective on the date that the last shareholder signs the consent or as otherwise provided in A.R.S. Title 10.

ARTICLE IV. DIRECTORS AND BOARD MEETINGS.

Section 401. Management by Board of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not

by statute or by the Articles of Organization of the Corporation, as amended, or by these Bylaws directed or required to be exercised or done by the shareholders.

Section 402. Nomination for Directors. Written nominations for directors to be elected at an annual meeting of shareholders, other than nominations submitted by the incumbent Board of Directors, must be submitted to the Secretary of the Corporation not later than the close of business on the fifth business day immediately preceding the date of the meeting. All late nominations shall be rejected.

Section 403. Number of Directors. The Board of Directors shall consist of not less than 1 director or more than 7 directors. The number of directors to be elected, subject to the foregoing limits, shall be determined by resolution of the Board of Directors. The directors shall be elected by the shareholders at the annual meeting of shareholders to serve until the next annual meeting of shareholders. Each director shall serve until his or her successor shall have been elected and shall qualify, even though his or her term of office as herein provided has otherwise expired, except in the event of his or her earlier resignation, removal, or death.

Section 404. Resignations. Any director may resign at any time by delivering written notice to the Board of Directors or the President. Such resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date or event.

Section 405. Compensation of Directors. No director shall be entitled to any salary as such; but the Board of Directors may fix, from time to time, a reasonable fee to be paid each director for his or her services in attending meetings of the Board.

Section 406. Regular Meetings. Regular meetings of the Board of Directors shall be held on such day and at such hour as the Board shall from time to time designate. The Board of Directors shall meet for reorganization (if necessary) at the first regular meeting following the annual meeting of shareholders at which the directors are elected. Notice of regular meetings of the Board of Directors need not be given.

Section 407. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board or the President and shall be called whenever one or more members of the Board so request in writing. Notice of the time and place of every special meeting, which need not specify the business to be transacted thereat and which may be either verbal or in writing, shall be given by the Secretary to each member of the Board at least two calendar days, before the date of such meeting.

Section 408. Reports and Records. The reports of officers and committees shall be filed with the Secretary. The Board of Directors shall keep complete records of its proceedings in a minute book kept for that purpose. When a director shall request it, the vote of each director upon a particular question shall be recorded in the minutes.

Section 409. Executive Committee. The Board of Directors may, without limiting its right to establish other committees, establish an Executive Committee of the Board which shall consist of any one or more directors. The Executive Committee shall have and exercise the authority of the Board of Directors in the management and affairs of the Corporation, except as otherwise provided in the resolution establishing the Executive Committee and except as otherwise prohibited by A.R.S. §10-825.

Section 410. Chair of the Board. The directors may choose a Chair of the Board who shall preside at the meetings of the Board and perform such other duties as may be prescribed by the Board of Directors.

ARTICLE V. OFFICERS.

Section 501. Officers. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers or assistant officers as the Board of Directors may from time to time deem advisable. Except for the President, Secretary and Treasurer, the Board may refrain from filling any of the said offices at any time and from time to time. The Board of Directors may also choose a Chief Executive Officer, Chair, one or more Vice Presidents and such other officers as it shall deem necessary. Any number of offices may be held by the same person. Officers shall be elected by the Board of Directors at the time and in the manner as the Board of Directors from time to time shall determine. Each officer shall hold office for a term extending until the first regular meeting of the Board of Directors following the annual meeting of shareholders and until his or her successor shall have been elected and shall qualify, except in the event of his or her earlier resignation or removal.

Section 502. President. The President shall be the Chief Executive Officer and shall have general supervision of all of the departments and business of the Corporation; he or she shall prescribe the duties of the other officers and employees and see to the proper performance thereof. The President shall be responsible for having all orders and resolutions of the Board of Directors carried into effect. As authorized by the Board of Directors, he or she shall execute on behalf of the Corporation and may affix or cause to be affixed a seal to all instruments requiring such execution, except to the extent that signing and execution thereof shall have been expressly delegated to some other officer or agent of

the Corporation. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 503. Vice Presidents. The Vice Presidents, if any, shall perform such duties and do such acts as may be prescribed by the Board of Directors or the President. Subject to the provisions of this Section, the Vice Presidents in order of their seniority shall perform the duties and have the powers of the President in the event of his or her absence or disability.

Section 504. Treasurer. The Treasurer shall act under the direction of the President. Subject to the direction of the President, he or she shall have custody of the Corporation funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the President, taking appropriate vouchers for such disbursements, and shall on request render to the President and the Board of Directors, at its meetings, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 505. Secretary. The Secretary shall act under the direction of the President. Unless a designation to the contrary is made at a meeting, the Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all of the proceedings of such meetings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors.

Section 506. Assistant Officers. Any assistant officers elected by the Board of Directors shall have such duties as may be prescribed by the Board of Directors, the President, or the officer to whom they are an assistant. Assistant officers shall perform the duties and have the power of the officer to whom they are an assistant in the event of such officer's absence or disability.

Section 507. Compensation. Unless otherwise provided by the Board of Directors, the salaries and compensation of all officers, except the President and any Executive Vice President elected by the Board, shall be fixed by the Executive Committee of the Board and, in the absence of an Executive Committee, by the President.

Section 508. General Powers. The officers are authorized to do and perform such corporate acts as are necessary in the carrying on of the business of the Corporation, subject always to the directions of the Board of Directors.

ARTICLE VI. PERSONAL LIABILITY OF DIRECTORS AND INDEMNIFICATION.

Section 601. Personal Liabilities of Directors. A director of this Corporation shall not be personally liable to the Corporation or its shareholders for a breach of fiduciary duty as a director, except as set forth in the Articles of Incorporation, as amended, or as provided by the Arizona Revised Statutes or other applicable law.

Section 602. Mandatory Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted by applicable law, indemnify its directors and officers who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the Corporation or other entity) by reason of the fact that such director or officer is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, general partner, agent or fiduciary of another Corporation, partnership, joint venture, trust or other enterprise (including service with respect to employee benefit plans), against expenses (including, but not limited to, attorneys' fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such director or officer in connection with such action, suit or proceeding, except as otherwise provided in Section 604 hereof. Persons who were directors or officers of the Corporation prior to the date these Bylaws are adopted, but who do not hold office on or after such date, shall not be covered by this Section 602. A director or officer of the Corporation entitled to indemnification under this Section 602 is hereafter called a "person covered by Section 602 hereof."

Section 603. Expenses. To the extent provided by A.R.S. § 10-853, expenses incurred by a person covered by Section 602 hereof in defending a threatened, pending or completed civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation, except as otherwise provided in Section 604.

Section 604. Exceptions. No indemnification under Section 602 or advancement or reimbursement of expenses under Section 603 shall be provided to a person covered by Section 602 hereof (a) with respect to expenses or the payment of profits arising from the purchase or sale of securities of the Corporation in violation of Section 16(b) of the Securities Exchange Act of 1934, as amended; (b) if a final unappealable judgment or award establishes that such director or officer engaged in self-dealing, willful misconduct or recklessness; (c) for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to, or for the benefit of, such person by an insurance carrier under a policy of officers' and directors' liability insurance whose premiums are paid for by the Corporation or by an individual or entity other than such director or officer; and (d) for amounts paid in settlement of any threatened, pending or completed action, suit or proceeding without the written consent of the Corporation, which written consent shall not be unreasonably withheld. The Board of Directors of the Corporation is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of indemnification under Section 602 or advancement or reimbursement of expenses under Section 603, but any such additional exception shall not apply with respect to any event, act or omission which has occurred prior to the date that the Board of Directors in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board of Directors of the Corporation.

Section 605. Continuation of Rights. The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such persons.

Section 606. General Provisions.

(a) The term "to the fullest extent permitted by applicable law", as used in this Article, shall mean the maximum extent permitted by public policy, common law or statute. Any person covered by Section 602 hereof may, to the fullest extent permitted by applicable law, elect to have the right to indemnification or to advancement or reimbursement of expenses, interpreted, at such person's option, (i) on the basis of the applicable law on the date this Article was approved by shareholders, or (ii) on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, or (iii) on the basis of the applicable law in effect at the time indemnification is sought.

(b) The right of a person covered by Section 602 hereof to be indemnified or to receive an advancement or reimbursement of expenses pursuant to Section 603: (i) may also be enforced as a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and such person, (ii) to the fullest extent permitted by applicable law, is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (iii) shall continue to exist after the rescission or restrictive modification (as determined by such person) of this Article with respect to events, acts or omissions occurring before such rescission or restrictive modification is adopted.

(c) If a request for indemnification or for the advancement or reimbursement of expenses pursuant hereto is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation together with all supporting information reasonably requested by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim (plus interest at the prime rate announced from time to time by the Corporation's primary banker) and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses (including, but not limited to, attorney's fees and costs) of prosecuting such claim. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or the advancement or reimbursement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

(d) The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in such director's or officer's official capacity and as to action in another capacity while holding that office.

(e) Nothing contained in this Article shall be construed to limit the rights and powers the Corporation possesses under the Arizona Revised Statutes or otherwise, including, but not limited to, the powers to purchase and maintain insurance, create funds to secure or insure its indemnification obligations, and any other rights or powers the Corporation may otherwise have under applicable law.

(f) The provisions of this Article may, at any time (and whether before or after there is any basis for a claim for indemnification or for the advancement or reimbursement of expenses pursuant hereto), be amended, supplemented, waived, or terminated, in whole or in part, with respect to any person covered by Section 602 hereof by a written agreement signed by the Corporation and such person.

(g) The Corporation shall have the right to appoint the attorney for a person covered by Section 602 hereof, provided such appointment is not unreasonable under the circumstances.

Section 607. Optional Indemnification. The Corporation may, to the fullest extent permitted by applicable law, indemnify, and advance or reimburse expenses for, persons in all situations other than that covered by this Article.

ARTICLE VII. SHARES OF CAPITAL STOCK.

Section 701. Authority to Sign Share Certificates. Every share certificate shall be signed by the President or one of the Vice Presidents, if any, and by the Secretary or one of the Assistant Secretaries or by such other officers as may be authorized by the Board of Directors.

Section 702. Lost or Destroyed Certificates. Any person claiming a share certificate to be lost, destroyed or wrongfully taken shall receive a replacement certificate if said shareholder shall have: (a) requested such replacement certificate before the Corporation has notice that the shares have been acquired by a bona fide purchaser; (b) provided the Corporation with an indemnity agreement satisfactory in form and substance to the Board of Directors, or President or the Secretary; and (c) satisfied any other reasonable requirements (including, without limitation, providing a surety bond) fixed by the Board of Directors, or the President or the Secretary.

ARTICLE VI. APPOINTMENT OF CHARTER GOVERNING BOARD.

Section 801. Appointment of Charter Governing Board. It being, among other things, the business of the Corporation to operate charter schools in the state of Arizona, the Board of Directors shall at its election in its discretion, appoint a Board of Governors with the responsibility to oversee operations of charter school(s) in accordance with the terms of any such charter(s) and applicable law. The Board of Directors shall also have sole responsibility for removal of members of the Board of Governors at the sole and absolute discretion of the Board of Directors. The Board of Directors shall also be responsible for determining the duties of the members of the Board of Governors which duties may be

modified from time to time. In its sole and absolute discretion, the Board of Directors may elect to defray the expenses of those serving on the Board of Governors by providing an honorarium or other compensation associated with the members' attendance at Board of Governors meetings.

ARTICLE IX GENERAL.

Section 901. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 902. Signing Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers, or other person or persons, as the Board of Directors may from time to time designate.

Section 903. Designation of Presiding and Recording Officers. The directors or shareholders, at any meeting of the directors or shareholders, as the case may be, shall have the right to designate any person, whether or not an officer, director or shareholder, to preside over or record the proceedings of such meeting.

Section 904. Record Date. The Board of Directors may fix any time whatsoever prior to the date of any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change or conversion or exchange of shares will be made or will go into effect, or for any other purpose, as a record date for the determination of the shareholders entitled to notice of, or to vote at any such meeting, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion or exchange of shares, except that in the case of a meeting of shareholders (other than an adjourned meeting) such record date may not be more than 70 days prior to the date of the meeting of shareholders.

Section 905. Text of Proposed Resolution in Written Notice. Whenever the language of a proposed resolution is included in a written notice to shareholders, the shareholders' meeting considering the resolution may adopt it with such clarifying or other amendments as do not enlarge its original purpose, without further notice to shareholders not present in person or by proxy.

Section 906. Absentee Participation in Meetings. One or more directors or shareholders may participate in a meeting of the Board of Directors, or of a committee of the Board, or a meeting of the shareholders, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can

hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

Section 907. Emergency Bylaws. In the event of any emergency resulting from an attack on the United States, a nuclear disaster or another catastrophe as a result of which a quorum of the Board cannot readily be assembled, and until the termination of such emergency, the following bylaw provisions shall be in effect, notwithstanding any other provisions of these Bylaws:

(a) A special meeting of the Board of Directors may be called by any officer or director upon one hour's notice; and

(b) The director or directors in attendance at the meeting shall constitute a quorum.

Section 908. Severability. If any provision of these Bylaws is illegal or unenforceable as such, such illegality or unenforceability shall not affect any other provision of these Bylaws and such other provisions shall continue in full force and effect.

Section 909. Successor Statutes. Any reference herein to the "Arizona Revised Statutes" or to any section thereof shall be deemed to be a reference to such law or successor statute and the appropriate corresponding section thereof as the same may be amended or adopted from time to time hereafter.

ARTICLE X. AMENDMENT OR REPEAL.

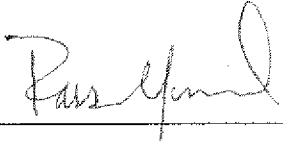
Section 1001. Amendment or Repeal by Shareholders. These Bylaws may be amended or repealed, in whole or in part, by a majority vote of the Board of Directors, unless the Articles of Incorporation, as amended, or A.R.S. Title 10 reserves such power exclusively to the shareholders.

Section 1002. Recording Amendments and Repeals. The text of all amendments and repeals to these Bylaws shall be attached to the Bylaws with a notation of the date of each such amendment or repeal and a notation of whether such amendment or repeal was adopted by the shareholders or the Board of Directors.

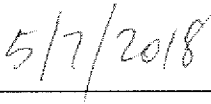
ARTICLE XI. ADOPTION OF BYLAWS AND RECORD OF AMENDMENTS AND REPEALS.

Section 1101. Adoption and Effective Date. These Bylaws have been adopted as the Bylaws of the Corporation this 7th day of MAY, 2018, and shall be effective as of said date.

Strongmind, Inc., an Arizona for Profit Corporation



Secretary



Date