

**FIRST
AMENDED AND RESTATED
BYLAWS
OF
FLORIDA STATE UNIVERSITY SCHOOLS, INC.**

ARTICLE I - OFFICES

The principal office of the Corporation shall be located in the County of Leon, State of Florida. The Corporation also may have such other offices in other places within or without the State of Florida as the Board of Directors ("Board") may from time to time determine.

ARTICLE II - MEMBERS

A. General:

1. The Corporation members shall be composed solely of the Board.
2. The qualifications and rights of the members, quorum and voting requirements for meetings and activities of the members, and notice requirements concerning meetings and activities of the members, shall be as set forth in these Bylaws for the Board.

ARTICLE III - BOARD OF DIRECTORS

A. General:

1. The initial incorporating Board will be the current Florida State University Developmental Research School Board that will oversee the election of a new not-for-profit Corporation Board and the transition to a not-for-profit charter school status.
2. The Board of the Corporation shall constitute the membership of the Corporation.
3. Except as otherwise required by law or provided by these bylaws, the entire control of the Corporation and its affairs and property shall be vested in its Board.

The initial Board shall consist of not less than five or more than 12 members. Officers of the Corporation shall also be members of the Board.

B. Function - Policy and Procedures:

1. Subject to the foregoing, the number and type of Board members may be fixed from time to time by action of the Board. Any change in the number of Board members shall require the vote of a majority of the voting members of the Board. No decrease in the number of members serving on the Board shall shorten the term of any Board members then holding office. Two types of Board membership shall be recognized: (1) voting members and (2) non-voting members.
2. The Chief Executive Officer of the Corporation shall be the current Director of FSUS, Inc., who shall appoint a Nominating Committee consisting of Board members and others not to exceed five. The Nominating Committee shall solicit interested candidates representing the demography of the school. Candidates shall provide a Letter of Application, including biographical and professional information, to the Nominating Committee. Upon review the Nominating Committee shall recommend a slate of candidates for consideration as voting member no later than April 1 of each year.
3. There shall be three voting member parent representatives on the Board. A total of three representatives shall be elected by a plurality of sitting Board members. Parent representatives shall take office effective June 1 and shall serve a three-year staggered term not to exceed two terms. It is required that one of the serving parent representatives to the Board shall be an active member of the Parent Teachers Organization.
4. There shall be four voting member community representatives selected from the solicitation of interested candidates, who are not parents of any currently enrolled student, and are representative of the demography of the school. One community representative shall be designated the Southwood Representative by the following

procedure: St. Joe Company, or its successor or assign (“St. Joe”), shall be entitled to designate a Board Member on behalf of St. Joe and SouthWood Community until such time as the Residential Community Association for SouthWood is “turned over” to the residents in accordance with the Association documents. St. Joe may designate any person to act as its representative on the Board. Such designation shall be made by an authorized officer of St. Joe and forwarded to the sitting board. Non-designated Candidates shall be selected by a plurality of the sitting Board. Representatives shall be elected by a plurality of the sitting Board. Representatives shall be elected effective June 1 of each year and shall serve a staggered two-year term not to exceed four consecutive two-year terms.

5. There shall be four voting member University representatives on the Board. These representatives shall be appointed by the President of FSU. Representatives shall be appointed effective June 1 of each year and shall serve a staggered two-year term not to exceed four consecutive terms.
6. There shall be at least three non-voting members, consisting of a Chief Operating Officer, a School Advisor Chair, and an Administrative Council Faculty Chair, who are non-voting members of the Board and who shall serve effective June 1 of each year.
7. The Board shall hold its annual meeting on or before June 1 of each year. Board members shall be appointed or elected for terms commencing on June 1, and such election or appointment shall take place at the annual meeting or as soon thereafter as possible. Each Board member shall hold office until the expiration of the term for which he or she was elected or appointed and qualified, or until his or her prior resignation or removal as hereinafter provided.
8. Any member of the Board may be removed from office with or without cause by a majority of all votes of the Board. The notice of a meeting of the Board to

recall a Board member of the Board shall state the specific Board member sought to be removed. A proposed removal of a Board member at a meeting shall require a separate vote for each Board member sought to be removed. When removal is effected at a meeting, the Board at the same meeting shall fill any vacancies created thereby. Any Board member who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting of the Board. Any Board member removed from office shall turn over to the Board within 72 hours any and all records of the Corporation in his or her possession. If a Board member who is removed shall not relinquish his or her office or turn over records as required under this section, the circuit court in the county where the Corporation's principal office is located may summarily order the Board member to relinquish his or her office and turn over corporate records upon application of any member.

9. Attendance at all board meetings, workshops and committee meetings is highly encouraged. Excessive absences will be addressed by the Board and appropriate action taken in a timely manner. It is each board member's responsibility to notify the board of expected absences or late arrival to all Board related functions. A Board member may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board. Acceptance of such resignation shall not be necessary to make it effective.
10. Unless otherwise provided herein, vacancies shall be filled in the same manner as set forth in these By-laws for, respectively, a parent Board member, a community Board member or a University Board member. A Board member elected or appointed to fill a vacancy caused by resignation, death or removal shall be elected or appointed to hold office for the unexpired term of his or her predecessor.

11. Except to the extent provided herein, a majority of all voting members of the Board shall constitute a quorum. Without a quorum the meeting shall be called to order, the members present shall take a roll, adjournment shall be automatic and notice shall be appropriately served. Whenever a vacancy on the Board shall prevent a quorum from being present, then the quorum shall consist of a majority of the members still holding office. When there is a quorum, except to the extent otherwise provided by law and the Bylaws, actions of the Board shall be by a majority of the voting Board members present.
12. The Board shall serve without compensation, except for reasonable compensation for travel and related expenses actually incurred in carrying out his or her duties on behalf of the Corporation.
13. The Board may appoint such committees with such function as it may from time to time determine. Each committee shall keep minutes of its proceedings, and after each meeting transmit a copy of such minutes to the Secretary, and/or to such other person(s) designated by the Board.

C. Board Meetings:

1. Except for the annual meeting of the Board, which shall be held on or about June 1, all other meetings shall be held at such time and place as shall be fixed by the Board from time to time. Meetings may be held in or out of the State of Florida and may be conducted by phone or by any other means of electronic communications by which all Board members participating may simultaneously hear each other during the meeting. No notice shall be required for regular meetings for which the Board has fixed the time and place. Special meetings may be called at the direction of the Chair of the Board or by a majority of the Board members then in office. Written, oral, electronic or any other method of notice of the time and place of special meetings shall be given in sufficient time for the convenient assembly of the Board. The purpose of the meeting need not be

specified in the Notice. The requirement that the Notice be furnished will be waived by any Board member who signs a waiver of Notice before, during, or after a meeting or who attends a meeting without protest.

2. The order of business at any meeting of the Board of the Corporation shall be as follows:
 - a. Call to order.
 - b. Reading or acceptance of minutes of last meeting.
 - c. Report of Board and offices.
 - d. Reports of committees.
 - e. Unfinished business.
 - f. Communications.
 - g. General business.
 - h. Adjournment.

The order of business at any meeting may be changed by a vote of a majority of the voting Board present. A motion to change the order of business shall not be debatable.

3. The Board may call an emergency meeting and exercise all emergency powers permitted in accordance with Chapter 617, Florida Statutes. Whenever an emergency exists, a majority of voting Board members present at an emergency meeting shall determine any emergency actions to be taken.
4. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if all members of the Board take the action. The action must be evidenced by one or more written consents describing the action taken and signed by each Board member. Action taken under this procedure is effective when the last Board member signs the consent, unless the consent specifies a different effective date. A consent signed under this procedure has the effect of a meeting vote and may be described as such in any document.

D. Board Positions and Functions:

1. The Board shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. Each of these Board positions shall hold office until the Board's annual meeting and his or her successor has been duly elected. The Board may remove any officer at any time.
 - a. The Chair shall preside over all meetings of the Board, shall have responsibility for oversight of the Corporation's policies and shall cause the resolutions of the Board to be effected.
 - b. The Vice-Chair shall be an understudy of the Chair in preparation for the Board chair in the subsequent years. However, in the event that the Chair is not present, the Vice-Chair will serve as Chair. The Vice-Chair shall automatically become Chair except in the case of resignation or removal from the Board.
 - c. The Treasurer shall be the reporter of the Corporation's funds. The Treasurer shall ensure that the Corporation complies with all statutory requirements pertaining to committees. In the event that the Chair and Vice-Chair are unable to serve, the Treasurer will temporarily serve as Chair and Treasurer.
 - d. The Secretary shall ensure that accurate minutes of the Board meetings are routinely maintained and shall ensure that the Corporation complies with all statutory requirements pertaining to meetings, submission of reports and other corporate activities.
 - e. If the Board shall consist of more than five persons, the Board may designate, from among their number, an executive committee, which shall consist of the officers of the Corporation and other standing committees. Committees shall have such authority as the Board may delegate except to the extent prohibited by law.

2. The Board Officers shall serve without compensation, except for reasonable compensation for travel and related expenses actually incurred in carrying out his or her duties on behalf of the Corporation.

E. Insurance, Bonds and Indemnification:

1. The Corporation shall obtain and maintain throughout its existence reasonable commercially available officers and directors liability insurance in the amount of \$1,000,000, which shall provide coverage to all officers, Board members, and employees of the Corporation.
2. The Corporation shall obtain and maintain throughout its existence reasonable commercially available general liability insurance for the Corporation and its officers, Board members, and employees.
3. The Corporation shall obtain and maintain throughout its existence reasonable commercially available bonding for all appropriate officers, Board members, and employees of the Corporation. The Board shall decide by majority vote which officers, Board members, and employees should be bonded.
4. The Corporation shall indemnify and hold harmless all officers, Board members and employees of the Corporation, as provided in Chapter 617, Florida Statutes, and as otherwise provided by law. In addition, the Corporation shall indemnify and hold harmless all officers, Board members, and employees of the Corporation against civil liability for any tort or contractual liability which arises out of any act or failure to act on behalf of the Corporation, provided that the officer, Board member, or employee does not breach or fail to perform his or her duties as an officer, Board member, or employee as provided in Chapter 617, Florida Statutes, and as otherwise provided by law.

ARTICLE IV - AMENDMENTS

A. Amendments:

Alterations or amendments to the Articles of Incorporation or Bylaws may be considered at any meeting of the Board and become effective if a majority of the voting Board members vote in favor of such change.

The foregoing First Amended and Restated Bylaws of Florida State University Schools, Inc. were adopted by the Board on the 14th day of March, 2006.

Robert Broome
Robert Broome, Chair

4/13/06
Date