

AMENDMENT TO ARTICLE 4 OF THE BYLAWS OF  
NORTH DAVIS PREPARATORY ACADEMY, INC.

Pursuant to a lawful vote of the Board of Directors (the "Board") of North Davis Preparatory Academy, Inc. (the "Corporation"), the bylaws of the Corporation executed on November 16, 2004, by its then acting president, Rebecca Faraway (the "Bylaws"), as subsequently amended by the Board on November 13, 2008, are hereby amended again effective May 21, 2010, in conjunction with an amendment to the Articles of Incorporation for the Corporation (the "Articles") of even date herewith, as follows:

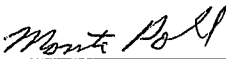
**Section 4.18 Utah State Charter School Board Powers**

**Notwithstanding anything to the contrary in these Bylaws, the Utah State Charter School Board (the "USCSB") shall: (a) have the power to remove any Director and to approve or reject any elected or appointed Director, as required under Articles XII, XIII and XIV of the Articles of Incorporation, and (b) approve or reject any change to these Bylaws that conflicts with Articles XII, XIII and XIV of the Articles of Incorporation. The provisions of this Section 4.18 that provide the USCSB with the right to approve and/or remove Board members will not be amended or altered without the prior written consent of the USCSB.**

\*\*\*\*\*

This Amendment shall be included in Article 4 of the Corporation's Bylaws governing Directors of the Corporation. Except as expressly provided in Section 4.18, the Amendment shall in no way abridge the rights and obligations provided for in the Corporation's Bylaws or Articles of Incorporation, but shall be a binding addition to them.

As the elected President of the Corporation, I hereby certify that the above Amendment to the Bylaws was lawfully adopted in a duly noticed special meeting of the Board by a majority of the Board as required pursuant to section 8.1 of these Bylaws.

  
\_\_\_\_\_  
Monte Poll, President