

BYLAWS

OF

L. A. AINGER MIDDLE SCHOOL PTO, INC.

ARTICLE I

MEETINGS OF SHAREHOLDERS

SECTION 1. Annual Meeting: The annual meeting of the shareholders shall be held on or prior to the 4th day of June of each year, at a place, time and date designated by the Board of Directors.

SECTION 2. Special Meetings: Special meetings of the shareholders may be called by the President, the Board of Directors or the holders of not less than one-tenth (1/10th) of all of the shares entitled to vote at the meeting. Special meetings requested by shareholders shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is made in writing and executed by the holders of record reflecting the number of shares and certificate numbers so held. The call for a special meeting shall be issued by the President or Secretary and shall specify the business to be transacted at said meeting. No business other than that specified in the call for meeting shall be transacted at any special meeting of shareholders.

SECTION 3. Notice: Written notice stating the place, day and hour of meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the meeting, either personally or by first class mail, by or at the direction of the President or Secretary. If mailed, notice shall be deemed to have been delivered when deposited in the United States mail addressed to the shareholder at his/her address as it appears on the stock transfer books of the corporation, with postage pre-paid.

When a meeting is adjourned to another time or place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in this Section to each shareholder of record on the new record date entitled to vote at such meeting.

SECTION 4. Quorum: A majority of the shares entitled to vote, represented in person or by valid proxy, shall constitute a quorum at the meeting of the shareholders. After a quorum has been established, the subsequent withdrawal of the shareholders, so as to reduce the number of shares entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

SECTION 5. Voting of Shares: Each outstanding share, regardless of class or series, shall be entitled to one vote on each matter submitted to a vote at any meeting of shareholders. A shareholder may vote either in person or by proxy, executed in writing by the shareholder in accordance with Section 607.101, Florida Statutes.

At each election of Directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned of record by that shareholder.

SECTION 6. Closing of Transfer Books and Fixing of Record Date: For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting.

If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice or to vote at a meeting of shareholders or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

SECTION 7: Action by Shareholders without a Meeting: Any action required by law, these Bylaws, or the Articles of Incorporation of this corporation, to be taken at any annual or special meeting of shareholders of the corporation, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take action at a meeting at which all shares entitled to vote thereon were present and voted.

Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those shareholders who have not consented in writing. The notice shall fairly summarize the material features of the authorized action and, if the action be a merger, consolidation or sale or exchange of assets for which dissenter's rights are provided by law, the notice shall contain a clear statement of the right of the shareholders dissenting therefrom to be paid the fair value of their share upon compliance with further provisions of this act regarding the rights of dissenting shareholders.

SECTION 8. Order of Business: The order of business at all meetings of the shareholders shall be as follows:

1. Roll call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of officers.
5. Reports of committees.
6. Election of directors.
7. Unfinished business.
8. New business.

ARTICLE II

OFFICERS

SECTION 1. Officers: The officers of this corporation shall consist of a President, and Secretary/Treasurer and such assistants thereto as are deemed necessary from time to time. Any two or more offices may be held by the same person.

SECTION 2. Election: All officers of the corporation shall be elected annually by the Board of Directors at their Annual Meeting and shall hold office for a term of one year or until their successors are duly elected.

SECTION 3. Duties of Officers: The duties and powers of the officers of the corporation shall be as follows:

(a) President: The President shall preside at all meetings of the shareholders. He shall present at each annual meeting of the shareholders a report of the condition of the business of the corporation. He shall cause to be called regular and special meetings of the shareholders in accordance with these By-Laws. He shall be the Chief Executive Officer of the Corporation, and shall have general supervision of its business; he shall see that all orders and resolutions of the shareholders and contracts of the corporation are carried into effect, subject however, to the rights of the shareholders to delegate any specific powers (except such as may by statute be exclusively conferred on the President) to any other officer of the corporation. He shall appoint and remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the corporation other than the duly elected officers; he shall see that the books, reports, statements and certificates required by the statutes are properly kept, made and filed according to law. He shall enforce these By-Laws and perform all duties incident to the position and office and which are required by law.

(b) Vice President: During the absence and inability of the President to render and perform his duties or exercise his powers, as set forth in these By-Laws or in the acts under which this corporation is organized, the same shall be performed and exercised by the Vice President; and when so acting, such Vice President shall have all the powers and be subject to all responsibilities hereby given or imposed upon such President.

(c) Secretary: The Secretary shall keep the minutes of the meetings of the shareholders in appropriate books; he shall give and serve all notices of the corporation. He shall be custodian of all records and of the seal and affix the latter when required. He shall keep the stock and transfer books in the manner prescribed by law, so as to show at all times the amount of capital stock, the manner and the time the same was paid in, the names of the owners thereof, alphabetically arranged, their respective places of residence, their post office addresses, the number of shares owned by each, the time at which each person became such owners and the amount paid thereon; and keep such stock and transfer books open daily during business hours at the office of the corporation, subject to the inspection of any shareholder of the corporation, and permit such shareholder to make extracts from said books to the extent and as prescribed by law; he shall sign all certificates of stock. He shall present to the shareholders at their stated meetings all communications addressed to him officially by the President or any officer or shareholder of the corporation. He shall attend to all correspondence and perform all the duties incident to the office of Secretary.

(d) Treasurer: The Treasurer shall have the care and custody of and be responsible for all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such bank or banks, trust company or trust companies or safe deposit vaults the Directors may designate. He shall exhibit at all reasonable times his books and accounts to any shareholder of the corporation upon application at the office of the corporation during business hours. He shall render a statement of the condition of the finances of the corporation at each regular meeting of the shareholders and at such other times as shall be required of him and full financial report at the annual meeting of the shareholders. He shall keep at the office of the corporation, correct books of account of all its business and transactions and such other books of account as the Directors may require. He shall do and perform all duties pertaining to the office of Treasurer.

Either President or Treasurer shall sign, make and endorse, in the name of the corporation, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt thereof.

SECTION 4: Bond: The Treasurer shall, if required by the Directors, give to the corporation such security for the faithful discharge of his duties as the Directors direct.

SECTION 5. Vacancies, How Filled: All vacancies in any office shall be filled by the Directors without undue delay, at its regular meeting, or at a meeting especially called for that purpose.

SECTION 6. Compensation of Officers: The officers shall receive such salary or compensation as may be determined by the Directors.

SECTION 7. Removal of Officers: The Directors may remove any officer, by a majority vote of those present at a duly called regular or special meeting, at any time, with or without cause.

ARTICLE III

SEAL

SECTION 1. Seal: The seal of the corporation shall be as follows:

L. A. AINGER MIDDLE SCHOOL PTO, INC.

ARTICLE IV

CERTIFICATES OF STOCK

SECTION 1. Description of Stock Certificates: The certificates of stock shall be numbered and registered in the order in which they are issued in consecutive order therefrom, and in the margin thereof shall be entered the name of the person owning the shares therein represented, with the number of shares and the date thereof. Such certificates shall exhibit the holder's name and the number of shares. They shall be signed by the President and countersigned by the Secretary and sealed with the seal of the corporation.

SECTION 2. Transfer of Stock: The stock of the corporation shall be assigned and transferable on the books of the corporation only by the person in whose name it appears on said books, or his legal representatives. In case of transfer by attorney, the power of attorney duly executed and acknowledged, shall be deposited with the Secretary. In all cases of transfer, the former certificate must be surrendered up and cancelled before a new certificate can be issued. No transfer shall be made upon the books of the corporation, except as herein expressly prescribed and provided.

SECTION 3. Lost, Stolen or Destroyed Certificates: The corporation shall issue a new stock certificate in the place of any certificate previously issued if the holder of record of the certificate: (a) makes proof in affidavit form that it has been lost, destroyed or wrongfully taken; (b) requests the issue of a new certificate before the corporation has noticed that the certificate has been acquired by a purchaser for value in good faith and without notice of any adverse claim; (c) gives bond in such form as the corporation may direct, to indemnify the corporation, the transfer agent, and the register against any claim that may be made upon the alleged loss, destruction, or theft of the certificate; and (d) satisfied any other reasonable requirements imposed by the corporation.

ARTICLE V

DIVIDENDS

The Board of Directors of this corporation may, from time to time, declare and the corporation may pay dividends on its shares in cash, property or its own shares, except when the corporation is insolvent or when payment thereof would render the corporation insolvent or when the declaration or payment thereof would be contrary to any restrictions contained in the Articles, subject to the following provisions:

(a) Dividends in cash or property may be declared and paid, except as otherwise provided by law, only out of the unreserved and unrestricted earned surplus of the corporation or out of capital surplus, howsoever arising but each dividend paid out of capital surplus, and the amount per share paid from such surplus shall be disclosed to the shareholders receiving the same concurrently with the distribution.

(b) Dividends may be declared and paid in the corporation's own treasury shares.

(c) Dividends may be declared and paid in the corporation's own authorized but unissued shares out of any unreserved and unrestricted surplus of the corporation, except as prohibited by law.

ARTICLE VI

DIRECTORS

SECTION 1. Functions: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

SECTION 2. Qualification: Directors need not be residents of this state or shareholders of this corporation.

SECTION 3. Compensation: The Board of Directors shall have authority to fix compensation of directors.

SECTION 4. Duties of Directors: A director shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonable believes to be in the best interests of the corporation, and with such care as any ordinarily prudent person in a like position would use under similar circumstances.

In performing his duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented,

(b) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence, or

(c) A committee of the board upon which he does not serve, duly designated in accordance with the provision of the Articles of the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

A person who performs his duties in compliance with this section shall have no liability by reason of being or having been a director of the corporation.

SECTION 5. Presumption of Assent: A director of the corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of any asserted conflict of interest.

SECTION 6. Number: This corporation shall have six (6) directors. The number of directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

SECTION 7. Election and Term: Each person named in the Articles as a member of the initial Board of Directors shall hold office until the first annual meeting of the shareholders, and until his successor shall have been elected and qualified or until his earlier resignation, removal or death.

At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal or death.

SECTION 8. Vacancies: Any vacancy occurring on the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

SECTION 9. Removal of Directors: At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

SECTION 10. Quorum and Voting: A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 11. Director Conflicts of Interest: No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or have a financial interest, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approved or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the shareholder.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

SECTION 12. Executive and Other Committees: The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members and Executive Committee and one or more other committees each of which, to the authority of the Board of Directors, except that no committee shall have the authority to:

(a) Approve or recommend to the shareholders actions or proposals required by law to be approved by shareholders.

(b) Designate candidates for the office of director, for purposes of proxy solicitation or otherwise.

(c) Fill vacancies on the Board of Directors or any committee thereof,

(d) Amend the Bylaws,

(e) Authorize or approve the requisition of shares unless pursuant to a general formula or method specified by the Board of Directors, or

(f) Authorize or approve the issuance or sale of, or any contract to issue or sell, shares or designate the terms of a series of a class of shares, except that the Board of Directors, having acted regarding general authorization for the issuance or sale of shares, or any contract therefor, and, in the case of a series, the designation thereof, may, pursuant to a general formula or method specified by the Board of Directors, by resolution or by adoption of a stock option or other plan, authorize a committee to fix the terms of any contract for the sale of the shares and to fix the terms upon which such shares may be issued or sold, including, with limitation, the price, the rate or manner of payment of dividends, provisions for redemption, sinking fund, conversion, voting of preferential rights, and provisions for other features of a class of shares, or a series of a class of shares, with full power in such committee to adopt any final resolution setting forth all the terms thereof and to authorize the statement of the terms of a series for filing with the Department of State.

The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any such meeting of such committee.

SECTION 13. Place of Meeting: Regular and special meetings of the Board of Directors may be held within or without the State of Florida.

SECTION 14. Time, Notice and Call of Meetings: Annual meetings of the Board of Directors shall be held on the same date each year as the annual shareholders meeting, in the same location and shall convene immediately following the annual meeting of shareholders. Written notice of the time and place of special meetings of the Board of Directors shall be given to each director by either personal delivery, telegram or cablegram at least two (2) days before the meeting or by notice mailed to the director at least five (5) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all obligations to the place of the meeting, the time of the meeting, or the manners in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of adjournment, to the other directors.

Meetings of the Board of Directors may be called by the chairman of the board, by the president of the corporation, or by any two directors.

Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 15. Action Without a Meeting: Any action required to be taken at a meeting of the directors of the corporation, or any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any officer or director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director or officer of the corporation, against expenses, (including attorney's fees) judgments, fines, and amount paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful. Any indemnification hereunder unless pursuant to a determination by a court of competent jurisdiction, shall be made by the corporation only as authorized in the specific case upon the determination that indemnification of the officer or director is proper in the circumstances because he has met the applicable standards of conduct set forth hereinabove and required by law. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties of such action, suit or proceeding or by the shareholders by a majority vote of quorum consisting of shareholders who were not parties to such action, suit or proceeding.

ARTICLE VIII

AMENDMENTS

These Bylaws may be repealed or amended, and new Bylaws may be adopted, by either the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal the Bylaws adopted by the shareholders if the shareholders specifically provide such Bylaws not be subject to amendment or repealed by the directors.

Sara Theriault

Kristy Paul

Joan Mangone

Nadeen Bidwell

Paulette Guelfi

Bonnie Lewis

officer of the corporation, against expenses, (including attorney's fees) judgments, fines, and amount paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful. Any indemnification hereunder unless pursuant to a determination by a court of competent jurisdiction, shall be made by the corporation only as authorized in the specific case upon the determination that indemnification of the officer or director is proper in the circumstances because he has met the applicable standards of conduct set forth hereinabove and required by law. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties of such action, suit or proceeding or by the shareholders by a majority vote of quorum consisting of shareholders who were not parties to such action, suit or proceeding.

ARTICLE VIII

AMENDMENTS

These Bylaws may be repealed or amended, and new Bylaws may be adopted, by either the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal the Bylaws adopted by the shareholders if the shareholders specifically provide such Bylaws not be subject to amendment or repealed by the directors.



Sara Theriault



Kristy Paul



Joan Mangone

Nadeen Bidwell

Nadeen Bidwell

Bonnie Lewis

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