

**AMENDMENT TO AMENDED AND RESTATED BYLAWS
OF
BAY HAVEN CHARTER ACADEMY, INC.**

THIS AMENDMENT TO AMENDED AND RESTATED BYLAWS ("Amendment") is made and entered into as of this 6th day of April, 2017, by BAY HAVEN CHARTER ACADEMY, INC., a Florida not-for-profit corporation ("Corporation").

WITNESSETH:

WHEREAS, the Bylaws of the Corporation ("Original Bylaws") were adopted by the Corporation as of April 26, 2001;

WHEREAS, the Original Bylaws of the Corporation were amended as of April 6, 2006;

WHEREAS, the Original Bylaws of the Corporation were further amended as of April 9, 2009;

WHEREAS, the Original Bylaws of the Corporation were further amended as of February 4, 2016;

WHEREAS, the Original Bylaws of the Corporation were amended by virtue of an Amended and Restated Bylaws of Bay Haven Charter Academy, Inc., dated as of November 10, 2016;

WHEREAS, the Original Bylaws and all previously adopted amendments thereto including but not limited to the foregoing amendment are sometimes collectively referred to as the "Bylaws"; and

WHEREAS, the Corporation desires to amend the Bylaws as set forth herein.

NOW, THEREFORE, the Corporation hereby amends the Bylaws as follows:

1. Section 4.3 of the Bylaws is hereby amended as follows:

Section 4.3. Nomination of Directors. Prior to a regular meeting at which one or more directors shall be elected, a nominating committee consisting of all Board members whose seats are not up for election at the upcoming election will compile and submit to the Board a slate of candidates for each directorship to be filled at the upcoming meeting. These

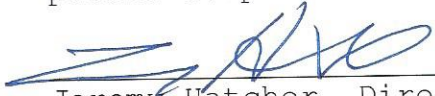
submissions shall be deemed to be nominations of each person named. The seat to be nominated by the faculty will be done so in the following manner: Each grade group (K-2, 3-5, 6-8, 9-12 and Special Area) may submit a candidate. Absent authorization by the Board, there shall be 2 nominees submitted for each seat to be elected. No nominee may be a/an (1) current employee of the Corporation ~~or~~ (2) spouse of a current employee of the Corporation, or (3) parent, child, or sibling, uncle, aunt, first cousin, nephew, niece, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, or half sister of a current employee of the Corporation who is not also a current student of the Corporation or who is not a specific ancillary services (Food Service, Pre-K, Aftercare, and Summer Care) employee below the level of director or manager. Each non-incumbent nominee must submit biographical information and a letter stating why he or she wishes to serve on the Board.

2. Except as set forth in this instrument, the Bylaws shall remain unmodified and unaltered and in full force and effect.

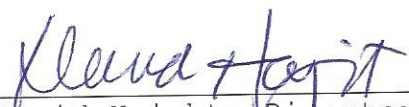
IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Bylaws as of the date first written above.

Witnesses:

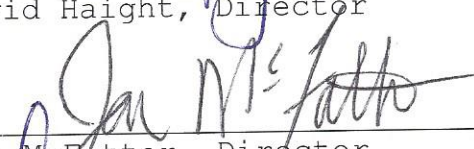
Bay Haven Charter Academy,
Inc., a Florida not-for-
profit corporation



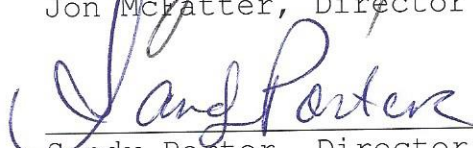
Jeremy Hatcher, Director



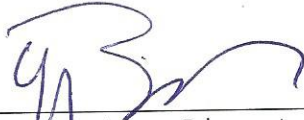
David Haight, Director



Jon McFatter, Director



Sandy Porter, Director



Neel Bennett, Director



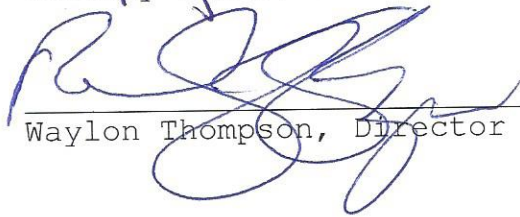
Scott Reeve, Director



Elizabeth Haney, Director



Tiffany Ennis, Director



Waylon Thompson, Director

*In this Amendment to Bylaws, language added to an existing section is printed in underscored type, and language deleted is printed in ~~struck through type~~.