

By-Laws of Premiere Christian Education Group, Inc.

Preamble

Believing that it is our duty and privilege as Christians to provide for the Christian education of children and being mindful of God's will that children be taught the content and practical application of His Word and firmly believing that Christ-centered education is a fundamental part of the fulfillment of His Will, we do hereby declare that these bylaws as the basis for the organization to be known as Premiere Christian Education Group, Inc.

Article I - Name

The name of the organization shall be Premiere Christian Education Group, Inc., hereinafter referred to as PCE Group.

Article II - Purpose and Organization

1. General Purpose. PCE Group is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

PCE Group is organized exclusively for religious purposes within the meaning of Internal Revenue Code section 501(c)(3) (or the corresponding section of any future federal internal revenue law). Notwithstanding any other provision of these articles, PCE Group shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of PCE Group, and PCE Group shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future federal internal revenue law), or (b) by a corporation, contributions to which are deductible under Internal Revenue Code section 170(c) (2) or the corresponding provision of any future federal internal revenue law).

2. Specific Purpose. In the context of these general purposes, PCE Group shall establish and govern non-denominational, evangelical Christian schools, and any aspects of Christian education related thereto, in accordance with Article III (Statement of Faith) and Article IV (Philosophy of Education).

3. Dedication of Assets. PCE Group's assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of PCE Group, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Trustee or officer of PCE Group.

4. No Members. PCE Group shall have no voting members within the meaning of the Nonprofit Corporation Law. PCE Group's Board of Trustees may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

5. Other Persons Associated With PCE Group. PCE Group may refer to persons or entities associated with it as "members," even though those persons or entities are not voting members, but no such reference shall constitute anyone as a member within the meaning of Corporations Code section 5056.

6. Effect of Prohibition of Members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Trustees. All rights which would otherwise vest under the California Non-Profit Public Benefit Corporation law in the members shall vest in the Trustees.

Article III - Statement of Faith

1. We believe in the one and only God, creator of heaven and earth, eternally existent in the three persons - Father, Son, and Holy Spirit, who created man by a direct immediate act.
2. We believe in the Holy Bible as the inspired, the only infallible, authoritative, inerrant written Word of God.
3. We believe in the pre-existence, incarnation, and deity of Jesus Christ, the only begotten Son of God, His virgin birth, His sinless life, His miracles, His vicarious and atoning death, His bodily resurrection, His ascension to the right hand of the Father, and His future personal return in power and glory.
4. We believe in the absolute necessity of regeneration by the Holy Spirit for salvation because of the fall of man and exceeding sinfulness of human nature and that men are justified only on the single ground of faith in the shed of blood of Jesus Christ and that only by God's grace and faith alone we are saved.
5. We believe in the resurrection of all people to life or damnation.
6. We believe in the spiritual unity of believers in our Lord Jesus Christ.
7. We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life, and witness of His saving grace.

Article IV - Philosophy of Education

The PCE Group's philosophy of education is based on the primary convictions that are contained in the Article III - Statement of Faith.

1. Education is focused on truth, of which God is the ultimate source. He reveals himself to us in nature; in His Son; and in the Bible, the only inerrant, authoritative, and sufficient rule for faith and practice
2. The Lordship of Christ and the sovereignty of God are all-inclusive; therefore, all areas of life and learning are regarded as sacred.
3. Christian education is the result of all knowledge being tested against, and integrated with, a biblically based view of God and the world.
4. The primary responsibility for the education of children rests with parents. However, the Christian school and the church provide complementary roles in educating students for lives of fellowship with God and service to others.
5. The Christian teacher, empowered by the Holy Spirit, guides and nurtures students through instruction, admonition and personal example. The Christian teacher seeks to encourage the spiritual development of students since this is the foundation for their academic, social, and personal growth.
6. Christian education occurs as the Holy Spirit works effectively in the hearts and minds of the students. Through general revelation students learn of God and His world. Special revelation and regeneration are regarded as essential components of Christian education because a personal relationship with Jesus Christ provides students with the ability to view life from a Biblical perspective.
7. God has created all students with unique talents as well as particular developmental growth pattern. Therefore, the learning process is enhanced as teachers utilize varied teaching strategies and instructional environments.
8. Service to others inside and outside the classroom contributes to the development of each student's talents and abilities.
9. Excellence in the quality of education offered to children brings glory to God and provides a compelling witness to our neighbors.
10. The goal of Christian education is to develop students who will serve God and impact their community and the world by thinking and acting biblically in all areas of life.

Article V - Board of Trustees

1. Qualifications. All Board of Trustees shall be born-again Christians (giving testimony to their faith) and shall agree without reservation with PCE Group's mission, core values, as well as Article III -Statement of Faith and Article IV - Philosophy of Education of these bylaws. In addition to the above qualifications, a trustee shall

(a) be a an active participant in a church whose doctrine is in agreement with Article III of these bylaws,

(b) not be directly related (immediate family members) to any person who is a full-time employee of PCE Group, and

(c) not have an economic interest in the operation of PCE Group or its schools.

(d) publically recommit both verbally and in writing, without reservation , to PCE Group's mission, core values, Article III -Statement of Faith and Article IV -Philosophy of Education of these bylaws, at each annual meeting held during Trustee's term of service.

2. Compensation and Reimbursement. Trustees shall receive no compensation for their service on the Board of Trustees. Trustees may be reimbursed for pre-approved expenses in connection with their service on the Board of Trustees.

3. General Powers. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, PCE Group's temporal activities, business and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

4. Specific Powers. Without prejudice to the general powers set forth in Section V.3 of these bylaws, but subject to the same limitations, Board of Trustees shall have the power to do the following:

(a) Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

(b) Conduct, manage, and control PCE Group's temporal affairs and activities and such rules and regulations for this purpose, consistent with law, the articles of incorporation and these bylaws, as the Board deems best.

5. Number of Trustees. The Board of Trustees shall consist of at least three (3) but no more than ten (10) trustees unless changed by amendment to these bylaws. One trustee position shall be permanently reserved for the senior pastor of Capistrano Valley Church.

6. Designated Trustees. Subject to the provisions of this paragraph and as further set forth in these bylaws, the members of the Board of Trustees for PCE Group shall be elected at the Annual Meeting of the Board of Trustees.

7. Vacancies on Board of Trustees. A vacancy or vacancies on the Board of Trustees shall occur in the event of (a) the death, removal or resignation of any Trustee; (b) the declaration by resolution of the Board of a vacancy in the office of a Trustee who has been convicted of a felony, declared of unsound mind by a court order; (c) the increase of the authorized number of Trustees; (d) the removal of a Trustee for fraudulent acts in an action in Superior Court under Corporations Code section 9223.

8. Resignation of Trustees. Except as provided below, any Trustee may resign by giving written notice to the chairman of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Trustee's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Trustee may resign if PCE Group would be left without a duly elected Trustee or Trustees.

9. Removal of Trustees. Any Trustee, with the exception of the Capistrano Valley Church Senior Pastor, may be removed with or without cause, by the vote of the majority of the members of the entire Board of Trustees at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in section V.14 of these bylaws. Any vacancy caused by the removal of a Trustee shall be filled as provided in section V.10 of these bylaws.

10. Vacancies Filled by Board. Vacancies on the Board ("Vacated Seat") may be filled by the designation of the Board and shall conform to the requirements of section V.1 of these by-laws.

11. No Vacancy on Reduction of Number of Trustees. Any reduction of the authorized number of Trustees shall not result in any Trustee being removed from the Board.

12. Place of Board Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of PCE Group.

13. Meetings by Telephone or Other Telecommunications Equipment. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) Each person participating in the meeting can communicate concurrently with all other persons.

(b) Each person is provided the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to a specific action to be taken by PCE Group.

(c) The Board has adopted and implemented a means of verifying both of the following:

(1) A person participating in the meeting is a Trustee or other person entitled to participate in the Board meeting.

(2) All actions of or votes by the Board are taken or cast only by the Trustees and not by persons who are not Trustees.

14. Annual and Other Meetings. The annual meeting of the Board shall be held, each year, at the time and on the day following:

Time of Meeting: 7:00 P.M.

Date of Meeting: Fourth Thursday in June

If this day shall be a legal holiday, then the meeting shall be held on the next succeeding business day at the same hour. At the annual meeting, the Board shall elect officers, consider reports of the affairs of PCE Group and transact such other business as may properly be brought before the meeting. Notice of this meeting is not required. Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

15. Authority to Call Special Meetings. Special meetings of the Board for any purpose may be called at any time by the chairman of the Board, if any, the president or any vice president, the secretary, or any one Trustee.

16. Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Trustee by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Trustee or to a person at the Trustee's office who would

reasonably be expected to communicate that notice promptly to the Trustee; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Trustee's address or telephone number as shown on PCE Group's records. Notices sent by first-class mail shall be deposited in the United States mails at least five days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than PCE Group's principal office. The notice need not specify the purpose of the meeting.

17. Quorum. A majority of the then in office Trustees shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of a quorum of the Trustees shall be an act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Trustees, if any action taken or decision made is approved by at least a majority of the quorum for that meeting.

18. Waiver of Notice. Notice of a meeting need not be given to any Trustee who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Trustee who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

19. Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

20. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Trustees who were not present at the time of the adjournment.

21. Action Without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Trustees consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Article VI - Board Committees

1. Creation and Powers of Committees. The Board, by resolution adopted by a majority of the Trustees then in office, may create one or more committees to serve at the pleasure of the appointing Board. Appointments to committees of the Board shall be by majority vote of the Trustees then in office. Any such committee shall have all the authority of the appointing Board, to the extent provided in the appointing Board resolution, except that no committee may:

(a) Take any final action on any matter that, under the California Nonprofit Religious Corporation Law, also requires approval of the members or approval of a majority of all members;

(b) Fill vacancies on any committee of the appointing Board;

(c) Fix compensation of the Trustees for serving on the appointing Board or on any committee;

(d) Amend or repeal bylaws or adopt new bylaws;

(e) Amend or repeal any resolution of the appointing Board that by its express terms is not so amendable or repealable;

(f) Create any other committees of the appointing Board or appoint the members of committees of the Board; or

(h) Approve any contract or transaction to which PCE Group is a party and in which one or more of its Trustees has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

2. Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The appointing Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the appointing Board has not adopted rules, the committee may do so.

Article VII - Officers of PCE Group

1. Offices Held. The officers of PCE Group shall be a president, a secretary, and a chief financial officer. PCE Group, at the Board's discretion, may also have a chairman and vice-chairman of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Article VIII of these bylaws. The same person may hold any number of offices, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the Board.

2. Qualifications. All Officers of this corporation shall be born-again Christians (giving testimony to their faith) and shall agree without reservation with Article III (Statement of Faith).

3. Election of Officers. The officers of PCE Group, shall be chosen at the annual meeting of the Board, and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

4. Appointment of Other Officers. The Board may appoint and authorize the chairman of the Board, the president, or another officer to appoint any other officers that PCE Group may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

5. Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. Any other officer on whom the Board confers the power of removal may remove an officer who was not chosen by the Board.

6. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of PCE Group under any contract to which the officer is a party.

7. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

8. Chairman of the Board. If a chairman of the Board of Trustees is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no president, the chairman of the Board shall also be the chief executive officer and

shall have the powers and duties of the president of PCE Group set forth in these bylaws.

9. President. Subject to such supervisory powers as the Board may give to the chairman of the Board, if any, and subject to the control of the Board, the president shall be the general manager of PCE Group and shall supervise, direct, and control PCE Group's activities, affairs, and officers. The president shall preside at all members' meetings and, in the absence of the chairman and vice chairman of the Board, or if none, at all Board meetings. The president shall have such other powers and duties as the Board or the bylaws may require.

10. Vice Presidents. If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a vice president designated by the Board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the Board or the bylaws may require.

11. Secretary. The secretary shall keep or cause to be kept, at PCE Group's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall keep or cause to be kept, at PCE Group's principal office or at a place determined by resolution of the Board, a record of PCE Group's members, showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may require.

12. Chief Financial Officer. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of PCE Group's properties and transactions. The chief financial officer shall send or cause to be given to the members and Trustees such financial statements and

reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Trustee at all reasonable times.

The chief financial officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of PCE Group with such depositories as the Board may designate; (ii) disburse PCE Group's funds as the Board may order; (iii) render to the president, chairman of the Board, if any, and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of PCE Group; and (iv) have such other powers and perform such other duties as the Board or the bylaws may require.

If required by the Board, the chief financial officer shall give PCE Group a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to PCE Group of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

Article VIII - General

1. Contracts With Trustees and Officers. No Trustee of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Trustees have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that Trustee's financial interest in such contract or transaction or regarding such common Trusteeship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Trustees; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that PCE Group could not obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of PCE Group's religious purposes; and (d) PCE Group for its own benefit enters into the transaction, which is fair and reasonable to PCE Group at the time the transaction is entered into.

This Section does not apply to a transaction that is part of a public, charitable or religious program of this Corporation if it (a) is approved or authorized by PCE Group in good faith and without unjustified favoritism and (b) results in a benefit to one or more Trustees or their families because they are in the class of persons intended to be benefited by the public, charitable or religious program of this Corporation.

This Section does not apply to a transaction that is part of a public, charitable, or religious program of this Corporation if it (a) is approved or authorized by PCE Group in good faith and without unjustified favoritism and (b) results in a benefit to one or more Trustees or their families because they are in the class of persons intended to be benefited by the public, charitable, or religious program of this Corporation.

2. Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its Trustees, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of PCE Group, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Trustees who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Trustees who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by PCE Group before final disposition of the proceeding, on receipt by PCE Group of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by PCE Group for those expenses.

3. Insurance. This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Trustees, employees, and other agents, to cover any liability asserted against or incurred by any officer, Trustee, employee, or agent in such capacity or arising from the officer’s, Trustee’s, employee’s, or agent’s status as such.

4. Maintenance of Corporate Records. This Corporation shall keep:

(a) Adequate and correct books and records of account;

(b) Written minutes of the proceedings of its Board and committees of the Board.

5. Trustees' Right to Inspect. Every Trustee shall have the absolute right at any reasonable time to inspect PCE Group's books, records, documents of every kind and to inspect the physical properties of PCE Group for a purpose reasonably related to the Trustee's interests as a Trustee.

Article IX - Amendment of Bylaws

Article III - Statement of Faith, Article IV - Philosophy of Education, Article V.1 - Board of Trustee Qualifications , and VII.2 Officers of PCE Group Qualifications are irrevocable and are not subject to amendment or modification of any kind.

Other aspects of these bylaws may be amended by a two-thirds vote of the currently seated Trustees.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **PREMIERE CHRISTIAN EDUCATION GROUP, INC.**, a California nonprofit religious corporation; that these bylaws, consisting of thirteen (13) pages, are the bylaws of this Corporation as adopted by the Board of Trustees on February 11, 2008; and that these bylaws have not been amended or modified since that date.

Executed on February 11, 2008 at San Juan Capistrano, California.

/s/ Keri Sukut
Secretary