

AMENDED AND RESTATED BYLAWS**OF****Vista at Entrada, School of Performing Arts and Technology****DBA Vista School**DATED effective the 27th day of February, 2012**FIRST AMENDED AND RESTATED BYLAWS****OF****VISTA AT ENTRADA, SCHOOL OF PERFORMING ARTS AND TECHNOLOGY DOING
BUSINESS AS VISTA SCHOOL**

Articles of Incorporation for Vista at Entrada, School of Performing Arts and Technology were filed with the Utah Department of Commerce on November 29, 2007.

On or about December 7, 2009, the Board of Directors adopted Bylaws for Vista at Entrada, School of Performing Arts and Technology ("**Original Bylaws**").

The Board of Directors now desire to Amend and Restate the Bylaws of Vista at Entrada, School of Performing Arts and Technology again in order to make changes required to become a governmental entity to reduce the cost of financing and other revisions as deemed necessary by the Board. These Amended and Restated Bylaws shall hereafter be referred to as "**First Amended and Restated Bylaws**" or "**Bylaws**".

ARTICLE I**Vista School**

Section 1.01. Name and Organizational Structure. Vista at Entrada, School of Performing Arts and Technology, doing business as Vista School ("**Vista School**") is a nonprofit corporation organized and existing under the Utah Revised Nonprofit Corporation Act in accordance with Title 16, Chapter 6a of Utah Code Annotated.

Section 1.02. Tax Status and Purposes. Vista School is a Utah Nonprofit Corporation, organized in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue Law) (the "**Code**"). Vista School has been organized for the specific purpose of operating a public charter school in accordance with Utah law and has been granted a charter (the "**Charter**") to do so by the Utah State Board of Education.

Section 1.03. Membership. Vista School shall not have any voting or nonvoting members.

ARTICLE II

Governance

Vista School shall be governed by a Board of Directors (“**Board**” or “**Board of Directors**”). All procedures, rights, and duties for the proper operation of the Board of Directors are outlined by the Board of Directors. The duties, rights, responsibilities and authority of the Board of Directors are as found in the Charter, as outlined herein, and as otherwise established by the Board from time to time. No Director may receive remuneration for Board services, and no Vista School employee may serve as a voting member of the Board.

ARTICLE III

Board of Directors

Section 3.01. Power and Authority of Directors. Except as otherwise provided by law, the Charter, the Articles of Incorporation, or these Bylaws, all of the governing authority of Vista School shall be exercised by the Board of Directors. The Board of Directors serving hereunder shall have the power, authority, and responsibilities of and shall perform the functions provided for Directors under the Utah Revised Non-profit Corporation Act, including, but not limited to, the power and authority to do the following:

A. To appoint, remove, and determine job responsibilities for all agents, employees, and committees and to establish such compensation for their services as the Board shall deem proper. This shall include, but not be limited to, the power to appoint or hire investment advisors, trust companies, banks or other fiduciaries to invest and safeguard the assets of Vista School;

B. To prescribe, consistent with these Bylaws, the duties of any Director or Officer;

C. To determine and govern all matters affecting finances, discipline, curriculum, committees, or the function and operation of Vista School; and

D. To conduct such acts as may be required to carry out all purposes and operations of Vista School.

The Board as an official action and by written policy or job description may assign or delegate any or all of these responsibilities outlined in A-D above, to the individual selected as the Vista School Director (“**Vista School Director**” or “**Principal**”).

Section 3.02. Provisions Relating to Directors.

A. Number. As of the effective date of these Amended and Restated Bylaws, the current Board of Directors is comprised of five (5) members. The Board of Directors must consist of at least five members, and no more than seven members, in order to be consistent with the Vista School Charter. For purposes as set forth herein the positions on the Board shall be designated as Seats #1, #2, #3, #4, #5, #6 (optional) and #7 (optional).

B. Terms and Board Compositions.

(i) Term. The term for each Director will be two (2) years. No Director shall serve more than two (2) consecutive terms. The terms shall be staggered as set forth herein. If a Director resigns, is removed from office, or their second consecutive term expires, they must wait a minimum of two (2) years before running for election or being reappointed by the Board.

(ii) Appointed Directors. Two (2) of the Directors that serve on the Board at any given time shall be selected and appointed by the majority vote of the Board ("**Appointed Directors**"). The positions designated for the Appointed Directors shall be Seats #1 and #2. The Appointed Directors shall be individuals who do not have a child or children attending Vista School. For purposes of these Bylaws a child of a parent includes a natural child, a step-child, an adopted child, or a child-parent relationship established by guardianship, power of attorney, common law, or some other legal authority. Notwithstanding the above, the Board may choose to conduct elections to replace Seats #1 and #2 using the process described in Section 3.02(E) of these Bylaws in their sole discretion instead of appointing such board members.

(iii) Elected Directors. Three (3) of the Directors that serve on the Board at any given time shall be elected by the parents of children who attend Vista School, as set forth herein ("**Elected Directors**"). The positions designated for the Elected Directors shall be Seats #3, #4 and #5. Seats #4 and #5 shall be individuals who have a child or children attending Vista School at the time of their election to the Board.

(iv) Optional Directors. In the sole discretion of the Board, Seats #6 and #7 may be filled by the Board at any time, either through appointment or using the election process described in Section 3.02(E) of these Bylaws. For the Optional Directors, Seat #6 shall be an individual who has a child or children attending Vista School at the time of their election to the Board and Seat #7 shall be an individual who does not have a child or children attending Vista School at the time they join the Board.

C. Current Status and Transitions Going Forward. Vista School held elections in Spring 2011 to elect five board members and replace all existing board members. After such election, the Board formally designated each Board seat as follows:

Seat #1: J. Grey Larkin (term ends May 31, 2012)

Seat #2: Bruce Jenkins (term ends May 31, 2013)

Seat #3: Laurel Hafen (term ends May 31, 2013)

Seat #4: Kellie Richins (term ends May 31, 2012)

Seat #5: Neil Walter (term ends May 31, 2013)

Seat #6: Vacant, with no obligation to be filled

Seat #7: Vacant, with no obligation to be filled

E. Process for Election of Elected Directors. The Board shall determine the specific procedures and dates for the annual election, but the following general guidelines will be followed:

(i) each year between March 1st and April 15th, a Board member or a parent of a child

attending Vista School may nominate a person as a candidate for the Director position(s) up for election that year, indicating whether they are nominating the person for a parent or non-parent Director position.

(ii) The annual election shall be held every year within the first two (2) weeks of May on a date and time chosen by the Board and the newly elected Director shall commence his or her term on the 1st day of June in that same year.

(iii) Each family or household that has one (1) or more children attending Vista School will be entitled to only one (1) vote for a Director. For example, if a parent or parents have two (2) or more children attending Vista School, then collectively they will be entitled to one (1) vote. In the event of a tie for the Director position, the winning Director will be determined by a random draw conducted by the Board in an open Board meeting. At the conclusion of each annual election the Board will consist of at least five Directors, with at least three elected Directors, and at least two Directors with a child or children attending Vista School.

(iv) All matters relating to the appointment and/or election of Directors shall be set forth in these Bylaws and as otherwise determined by the Board of Directors in a manner that is consistent with these Bylaws and the Vista School Charter.

F. Compliance with Applicable Utah Law and Statutes. In the event the composition of Vista School's Board of Directors does not comply with any applicable Utah law or statute, or the Vista School Charter, the Board of Directors shall replace any Director as necessary to bring the composition of Vista School's Board of Directors into compliance with such applicable Utah law or statute, or the Vista School Charter.

G. Resignation and Removal. Any Director, by notice in writing to the Board of Directors, may resign at any time. Any Director may be removed from the Board, at any time, with or without cause, by a vote of at least four (4) Directors. A removed Director may submit a written appeal to the Board Chair within fourteen (14) calendar days of the Board's action of removal. The Board Chair shall consider the appeal and may hold a closed meeting to discuss the character, professional competence, or physical or mental health of the individual. The Board's acceptance or rejection of the appeal is the final administrative action on the issue.

If a Director resigns or is removed by the Board then within three (3) months of the effective date of said resignation or removal, the Board by a majority vote shall select a replacement Director who shall serve for the remainder of the term of the Director who resigned or was removed. No Director who resigns or is removed from the Board may be reappointed or elected to the Board for a period of at least two (2) years following the effective date of said resignation or removal.

Section 3.03. Quorum and Voting.

A. Quorum. Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Directors.

B. Voting. Except as otherwise provided in the Articles of Incorporation or these Bylaws, each Director then in office shall have one (1) vote, and the vote of a majority of the Directors present, whether in person, by mail or by proxy, at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

Section 3.04. Meetings of Directors.

A. Regular Board Meetings. Regular meetings of the Board of Directors, including an annual meeting, shall be at such place (within or without the State of Utah), date and time as may be fixed by the Board of Directors or by the Chair as authorized by the Board. Regular Board meetings shall be held not less than quarterly on a schedule adopted by the Board. The Board of Directors may make such rules and regulations covering the Board meetings as it may in its discretion determine necessary.

B. Special Board Meetings. Special meetings of the Board of Directors may be called by the Chair or by two (2) Directors who deliver a written request to the Secretary for the calling of a meeting. A written notice of the meeting must be posted in a time and manner consistent with the Utah Open & Public Meetings Act, as amended from time to time.

Section 3.05. Attendance and Participation at Board Meetings. Directors may attend and participate in any meeting of the Board of Directors through any communications equipment if all persons participating can hear each other.

ARTICLE IV

Committees

Section 4.01. Committees. The Board of Directors may from time to time create committees of the Board consisting of not less than one (1) Director and appoint the members thereof. The Board also may appoint advisory committees consisting of persons who are not Directors. The Board of Directors may prescribe or limit the powers and duties of any committee or advisory committee of the Board.

Section 4.02. Committee Limitations.

A. Each committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board or in making reports to the Board and shall be subject to the control and direction of the Board. Except as otherwise provided by law, this Charter, the Articles of Incorporation or these Bylaws, each committee shall act by a majority vote of the whole number of its members.

B. No committee shall have the authority to:

1. approve any action for which the approval of the Board of Directors is required;
2. establish committees of the Board of Directors or appoint members thereof; or
3. fill vacancies on the Board of Directors or any committee.

ARTICLE V

Officers

Section 5.01. Selection. All Officers of Vista School are chosen by and from among Vista's Board of Directors, other than the Secretary who may be a non-Director. The presiding officer of the Board is the Chief Administrative Officer who will be referred to as the Chairman of the Board or the President. The Board may or may not elect other officers to serve as a Vice Chair (or Vice President), a Secretary, a Treasurer, and such other Officers as the Directors may from time to time designate. Selection of Officers shall take place at each annual meeting of the Board of Directors or, if action is not then taken or if there is a vacancy, at any regular or special meeting for which notice is given. The same individual may be elected to more than one (1) office. All Officers shall be elected by the Board of Directors by a majority vote for a one (1) year term renewable up to three times.

Section 5.02. Chairman of the Board (or Chair). The Chairman of the Board shall preside at all meetings of the Board of Directors. The Chair shall, subject to the direction of the Board of Directors, have general supervision, direction and control of the business and Officers of Vista School. The Chair shall be an ex officio member of all standing committees. The Chair shall have the general powers and duties usually vested in the chief executive officer of a nonprofit corporation under the laws of the State of Utah and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. In addition, the Chair shall also serve as the Chief Administrative Officer ("CAO") of Vista School of purposes of: (i) satisfying Utah Charter school law; (ii) interfacing with the Utah State Charter School Board; and (iii) for all other purposes required by the Utah State Charter School Board.

Section 5.03. Vice-Chair (or Vice President). The Vice-Chair shall in the absence or disability of the Chair, perform all duties of the Chair, and, when so acting, shall have the powers and be subject to the restrictions on the Chair. The Vice-Chair shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors. The Vice Chair takes full responsibility for organizing and overseeing elections to the Vista Board of Directors, except in those instances when the Vice Chair's involvement in the election could constitute a conflict of interest, in which case the Board Chair must appoint another Director to oversee the election.

Section 5.04. Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors, shall be the custodian of all books, records, papers and property of Vista School and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of Vista School. He or she shall have such other duties as may be established by the Chair with the consent of the Board of Directors. The Secretary is responsible for posting notices of upcoming meetings in accordance with these Bylaws and as required by law. The Board, by a majority vote of the Directors, may select a Secretary who is not a member of the Board of Directors.

Section 5.05. Treasurer. The Board may or may not choose to select a Treasurer. In the event the Board does choose to have a Treasurer than the Treasurer will be the general supervisor of the financial affairs of Vista School, subject to Board concurrence, and the Treasurer shall have power and authority to perform such other duties as may from time to time be assigned by the Board of Directors.

Section 5.05. Compensation. No Director or Officer may receive compensation for services rendered to Vista School as a Board member; provided, however, that Board members may be reimbursed for expenses incurred in performance of their duties as Board members. If the Secretary is a non-Director and is an employee of Vista School, the Secretary shall receive compensation as an employee and as determined by the Board.

ARTICLE VI

Indemnification and Insurance

Section 6.01. Indemnification of Directors and Officers. Vista School shall indemnify any and all persons who may serve or who have served at any time as Directors, Officers, or committee members, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, Board of Directors fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors, Officers, or committee members, except in relation to matters as to which any such Director, Officer, committee member, or former Director, Officer, or committee member shall be adjudged in any action, suit, or proceeding to be liable for his or her own gross negligence or misconduct in the performance of his or her duty. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof may be paid by Vista School in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the Board of Directors to repay such amount unless it shall ultimately be determined that he or he/she is entitled to be indemnified by Vista School. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, agreement, vote of Directors, or otherwise. The intent of this Section is to provide the full scope of indemnification allowed for Directors and Officers in accordance with Utah Code Annotated Title 16, Chapter 6a.

Section 6.02. Indemnification of Other Agents. The Board of Directors of Vista School may, in its discretion, provide by resolution for indemnification of any other agents of Vista School comparable to that provided for Directors and Officers under **Section 6.01**, to the extent permitted by law.

ARTICLE VII

Miscellaneous

Section 7.01. Fiscal Year. The fiscal year of Vista School shall end on the last day of June, or on such other date as may be fixed from time to time by the Board of Directors.

Section 7.02. Amendments. Unless otherwise provided in the Articles of Incorporation or the Charter, these Bylaws may be amended at a meeting called for that purpose by the affirmative vote of two-thirds (2/3) of the whole number of Directors; provided, however, that any such amendments shall be consistent with Vista School's Charter and the School's status as a tax exempt organization under Code Section 501(c)(3).

Section 7.03 Charter. At all times, these Bylaws shall be subordinate to Vista School's Charter as granted by the Utah State Charter School Board. In the event of a conflict between these Bylaws and the Charter, the provisions of the Charter shall control, except with respect to Section 7.04 below.

Section 7.04 Utah State Charter School Board Powers. Notwithstanding anything to the contrary in these Bylaws, the Utah State Charter School Board ("USCSB") shall: (a) have the power to remove any Director and to approve or reject any elected or appointed Director, as required under

Article Five of the Articles of Incorporation, and (b) approve or reject any change to these Bylaws that conflicts with Article Five of the Articles of Incorporation. The provisions of this Section 7.04 that give USCSB rights to approve and/or remove Board members will not be amended or altered without the prior written consent of USCSB.

CERTIFICATION

THE UNDERSIGNED officer and/or director of Vista School, a Utah nonprofit corporation, hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted as of the 27th day of February, 2012.

James G Larkin

Signature

James Grey Larkin

Print Name

Board president

Title

Attestation of Secretary

Marion H. Ehlers

4825-2765-1598.5