

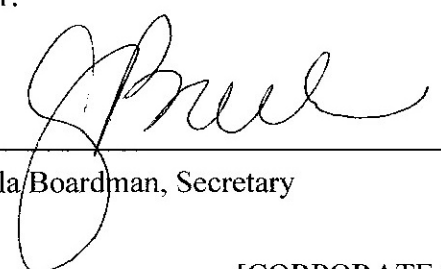
maximum extent permitted by, and in the manner provided by, the Georgia Nonprofit Corporation Code.

Section 3. Amendments to these by-laws shall be made only upon approval of at least two-thirds of the membership of the corporation present at any annual meeting of the membership or special meeting of the membership called for that purpose.

CERTIFICATION

I, Angela Boardman, Secretary of Northside Atlanta Parents for Public Schools, Inc., formed and existing under the laws of Georgia, do hereby certify that the foregoing is a true and complete copy of the Amended & Restate By-Laws of this corporation as submitted to and adopted by at least two-thirds of the membership of the corporation at a special meeting of the membership called for that purpose on the 31st day of August, 2011.

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed the Seal of this Corporation, this 31 day of AUGUST, 2011.



Angela Boardman, Secretary

[CORPORATE SEAL]