

**BYLAWS
OF
REGENT PREPARATORY
SCHOOL OF OKLAHOMA, INC.**
(An Oklahoma Non-Profit Corporation)

**ARTICLE I
Purpose and Distributions**

SECTION 1.1. Purpose. This corporation is organized and shall operate exclusively for educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

More specifically, the corporation's purposes include: to provide academically able students with a challenging educational experience designed to help them know, love, and practice that which is true, good, and excellent and to prepare them to live purposefully and intelligently in the service of God and man.

SECTION 1.2. Principal Office. The principal office for the transaction of the business of the corporation is hereby fixed and located at 8621 S. Memorial Drive, Tulsa, OK 74133.

The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted in the bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

SECTION 1.3. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business or the business of the corporation may require.

**ARTICLE II
Members**

SECTION 2.1. The corporation shall have no voting members.

ARTICLE III

Directors

SECTION 3.1. Powers. Subject to limitations of the Certificate of Incorporation, of the bylaws and of the laws of the State of Oklahoma as to action to be authorized or approved by the Board, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed and conducted by, the Board of Directors. Without prejudice to such general power, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers; to wit,

First: To select and remove officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Certificate of Incorporation or the bylaws and fix their compensation.

Second: To designate any place within or without the State of Oklahoma for the holding of any Board' meeting or meetings; and to adopt, make and use a corporate seal.

Third: To authorize the receipt of contributions as provided in the Articles of Incorporation.

Fourth: To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

SECTION 3.2. Number, Election and Term of Office. The number of directors which shall constitute the whole Board shall be not less than five (5). Subject to the foregoing limitation, the Board at any meeting shall determine the number which shall constitute the Board and the number so determined shall remain fixed until changed at a subsequent meeting. The Board may designate classes of Directors whose terms shall expire at the next annual meeting ensuing or one or two years thereafter, and may designate which Directors shall be elected to each respective class. The directors shall be elected at each annual meeting of the Board; however, if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any meeting of Board held for that purpose. All directors shall hold office until their respective successors are elected.

SECTION 3.3. Vacancies. Vacancies in the Board of Directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the Board.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased,

or if the Board fail, at any annual or special meeting of Board at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

SECTION 3.4. Resignations. Any director may resign at any time by giving written notice of his resignation to the Board or Chairman of the Board or the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the Board of Directors accepts the resignation of a director rendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation is to become effective.

SECTION 3.5. Removal. The entire Board of Directors or any individual director may be removed from office with or without cause by vote of the Board at any annual or special meeting of Board. In case the entire Board or any one or more directors be so removed, new directors may be elected at the same meeting of Board.

SECTION 3.6. When Board May Declare Vacancies. The Board of Directors shall declare vacant the office of a director if he be declared of unsound mind by an order of court or convicted of a felony, or may do so within sixty (60) days after notice of his election if he does not accept such office in writing or does not attend a meeting of the Board of Directors.

SECTION 3.7. Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within or without the State of Oklahoma which has been designated from time to time by resolution of the Board or by written consent of all Directors. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

SECTION 3.8. Regular Meetings. A regular annual meeting of the Board of Directors for the purpose of election of officers of the corporation and the transaction of any other business coming before such meeting shall be held each year immediately following the adjournment of the annual Board' meeting and no notice of such meeting to the elected directors shall be necessary in order to legally constitute the meeting, provided a majority of the whole Board shall be present. If a majority of the Board shall not be present, then such regular annual meeting may be held at such time as shall be fixed by the consent, in writing, of all of the directors. Other regular meetings of the Board may be held without notice at such time as shall from time to time be determined by the Board, but not less than four times each year.

SECTION 3.9. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be caned at any time by the President or, if he is absent or unable to act, by any Vice-President or by any two directors. No business shall be considered at any special

meeting other than the purposes mentioned in the notice given to each director of the meeting, except upon the unanimous consent of all directors.

SECTION 3.10. Notice of Special Meetings. Notice of the time, place and the purposes of all special meetings shall be given orally or in writing to each Director. In case such notice is mailed, it shall be deposited in the United States Mail in the place in which the principal office of the corporation is located at least three (3) days prior to the time of the holding of the meeting, charges prepaid, addressed to him at his last known address. In case such notice is delivered orally in person, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting.

SECTION 3.11. Waiver of Notice. Any actions taken or approved at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. If a director does not receive notice of a meeting, but attends and participates in the meeting, he shall be deemed to have waived notice of the meeting.

SECTION 3.12. Quorum. At all meetings of the Board, a quorum shall consist of a majority of the entire number of directors and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these bylaws and except to adjourn as hereinafter provided.

SECTION 3.13. Adjournment. A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the directors present at any directors' meeting, either regular or special, may adjourn to a later date but may not transact any business until a quorum has been secured. At any adjourned meeting at which a required number of directors shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 3.14. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

SECTION 3.15. Fees and Compensation. Directors may not receive compensation for their services, provided that they may receive such reimbursement for expenses, as may be fixed or determined by resolution of the Board.

SECTION 3.16. Action without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all directors. Such record or memorandum shall have the

same effect as a meeting of the Board of Directors and shall be filed with the Secretary of the corporation and made a part of the corporate records.

SECTION 3.17. Telephonic Meetings. Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE IV

Executive Committee

SECTION 4.1. Election. The Board may if it deems necessary, acting by resolution adopted by a majority of the number of directors fixed by these bylaws, elect from their own members an Executive Committee composed of two or more voting Board members.

SECTION 4.2. Duties. The Executive Committee shall have and exercise all of the authority of the Board in the management of the corporation in the interval between meetings of the Board, subject to the control and direction of the Board, except to the extent, if any, such authority shall be limited by the resolution appointing the Executive Committee and except the power to adopt, amend or repeal the bylaws and where action of the Board of Directors is required by law. It shall keep regular minutes of its proceedings which shall be reported to the directors at their next meeting.

SECTION 4.3. Meetings. The Executive Committee shall meet at such times as may be fixed by the Committee or on the call of the President. Notice of the time and place of the meeting shall be given to each member of the Committee in the manner provided for the giving of notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors or in such other manner as the Executive Committee by resolution may prescribe.

SECTION 4.4. Quorum and Voting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of the majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. At all meetings of the Executive Committee, each member present shall have one (1) vote which shall be cast by him in person.

SECTION 4.5. Waiver of Notice. Any actions taken or approved at any meeting of the Executive Committee, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof.

SECTION 4.6. Removal. The entire Executive Committee or any individual member thereof may be removed from the Committee with or without cause by a vote of a majority of the whole Board of Directors.

SECTION 4.7. Vacancies. The Board of Directors shall fill all vacancies in the Executive Committee which may occur from time to time.

SECTION 4.8. Action without Meeting; Telephonic Meeting. Action may be taken by the Executive Committee in the manner allowed by the Board of Directors pursuant to Sections 17 and 18 of Article III.

ARTICLE V

Committees of Directors

SECTION 5.1. Designation. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, in addition to the Executive Committee provided for in Article IV hereof, each committee to consist of two or more of the directors of the corporation, which to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, except where action of the Board of Directors is required by law, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

SECTION 5.2. Procedural Rules. Each committee shall comply with the same procedural rules set forth in Sections 3 through 8, both inclusive, of Article IV that are applicable to the Executive Committee.

ARTICLE VI

Officers

SECTION 6.1. Officers. The officers of the corporation shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, an Executive Vice-President, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices; provided, however, that no person shall at the same time hold the offices of President and Secretary or more than one of the offices of President, Executive Vice-President and Vice-President. The President shall be a member of the Board of Directors; provided, however, that the President shall continue to hold office until he is removed or his successor has qualified after being appointed or elected notwithstanding an earlier termination of his office as director.

SECTION 6.2. Appointment. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be

chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

SECTION 6.3. Subordinate Officers. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

SECTION 6.4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

SECTION 6.6. Chairman of the Board. The Chairman of the Board, if any, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the bylaws.

SECTION 6.7. President. Subject to such powers and duties, if any, as may be assigned by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the corporation and shall subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation, including:

(a) In the absence of the Chairman of the Board, or if there be none, he shall preside at all meetings of the Board of Directors.

(b) He shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts and other instruments as may pertain to the ordinary course of the corporation's business and shall, with the Secretary, sign the minutes of all directors' meetings over which he may have presided.

(c) He shall execute bonds, mortgages and other contracts requiring a seal under the seal of the corporation, except where required or permitted by law to be otherwise signed and

executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

(d) At the annual meeting of the Members, he shall submit a complete report of the operations of the corporation's affairs as existing at the close of each year and shall report to the Board of Directors from time to time on such matters coming to his attention and relating to the interest of the corporation as should be brought to the attention of the Board.

(e) He shall be a member of the Board of Directors and an ex-officio member of all standing committees, including the Executive Committee, if any; and he shall have such usual powers and duties of supervision and management as may pertain to the office of the President and shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

SECTION 6.8. Executive Vice-President. The Executive Vice-President, if any, shall be the executive officer of the corporation next in authority to the Chairman of the Board and the President, both of whom he shall assist in the management of the business of the corporation and the implementation of orders and resolutions of the Board of Directors. In the absence of the Chairman of the Board and the President, he shall preside at all meetings of the directors, and shall exercise all other powers and perform all other duties of the Chairman of the Board and the President; he shall be ex-officio a member of all standing committees; and he shall perform such other duties as the Board of Directors may from time to time prescribe. He shall have all authority conferred upon a Vice-President by these Bylaws.

SECTION 6.9. Vice-President. In the absence or disability of the President, the Vice-Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice-President designated by the Board of Directors, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the bylaws.

SECTION 6.10. Secretary. The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the bylaws or by law to be given, and he shall keep the seal of the corporation in safe custody. He shall also sign, with the President or Vice-President, all contracts, deeds, licenses and other instruments when so ordered. He shall make such reports to the Board of Directors as they may request and shall also prepare such reports and statements as are required by

the laws of the State of Oklahoma and shall perform such other duties as may be prescribed by the Board of Directors or by the bylaws.

The Secretary shall attend to such correspondence and perform such other duties as may be incidental to his office or as may be properly assigned to him by the Board of Directors.

The Assistant Secretary or Secretaries, if any, shall perform the duties of the Secretary in the case of his absence or disability and such other duties as may be specified by the Board of Directors.

SECTION 6.11. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including account of its assets, liabilities, receipts, disbursements, gains, losses and contributions. The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

The Assistant Treasurer or Treasurers, if any, shall perform the duties of the Treasurer in the event of his absence or disability and such other duties as the Board of Directors may determine.

SECTION 6.12. Delegation of Duties. In case of the absence or disability of any officer of the corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, by a vote of a majority of the whole Board, delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer or to any director.

ARTICLE VII

Execution of Instruments

SECTION 7.1. Contracts. The Board or any committee thereunto authorized may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver in the name and on behalf of the corporation any contract or other instrument, and such authority may be general or may be confined to specific instances.

SECTION 7.2. Checks and Drafts. all checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued by or in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined from time to time by resolution of the Board.

SECTION 7.3. Deposits; Bank Accounts. all funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may from time to time designate or as may be designated by an officer or officers of the corporation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these bylaws, as it may deem expedient. Unless otherwise provided by resolution of the Board, endorsements for deposit to the credit of the corporation in any of its duly authorized depositories may be made by hand-stamped legend in the name of the corporation or by written endorsement of any officer without countersignature.

SECTION 7.4. Loans. No loans shall be contracted on behalf of the corporation unless authorized by the Board, but when so authorized, unless a particular officer or agent is directed to negotiate the same, may be negotiated, up to the amount so authorized, by the President or a Vice-President or the Treasurer; and such officers are hereby severally authorized to execute and deliver in the name and on behalf of the corporation notes or other evidences of indebtedness countersigned by the President or a Vice-President for the amount of such loans and to give security for the payment of any and all loans, advances and indebtedness by hypothecating, pledging or transferring any part or all of the property of the corporation, real or personal, at any time owned by the corporation.

ARTICLE XIII

Miscellaneous

SECTION 8.1. Fiscal Year. The fiscal year of the corporation shall be determined by the Board. (Currently July 1 – June 30)

SECTION 8.2. Seal. The corporate seal shall be a device containing the name of the corporation and the word "Oklahoma."

SECTION 8.3. Inspection of Corporation Records. The books of account, copy of the bylaws as amended certified by the Secretary, and minutes of proceedings of the directors and of the Executive and other committees of the directors shall be open to inspection upon the written demand of any Board member, at any reasonable time, and for a purpose reasonably related to his interests as a Board member. Such inspection may be made in person or by an agent or attorney and shall include the right to make extracts. Demand of inspection other than at a Board meeting shall be made in writing upon the President, Secretary or Assistant Secretary of the corporation.

ARTICLE IX

Notices

SECTION 9.1. Form of Notices. Whenever, under the provisions of these bylaws, notice is required to be given to any director or officer, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the United States Mail in a postpaid sealed wrapper, addressed to such director or officer at such address as appears on the books of the corporation, or, in default of other address, to such director or officer at the general post office in the city where the corporation's principal office for the transaction of business is located, and such notice be deemed to be given at the time when the same shall be thus mailed.

SECTION 9.2. Waiver of Notice; Attendance at Meeting. Any shareholder, director or officer may waive any notice required to be given under these bylaws by a written waiver signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the actual giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X

Amendments

SECTION 10.1. Who May Amend. These bylaws may be amended, altered, changed or repealed by the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors.

APPROVED as of this 27th day of January 2011, by the undersigned, constituting all of the directors of the Corporation.

DIRECTORS:

Donald W. Perkins, Chairman

Signature

Tulsa, Oklahoma 74114

Greg Bayless

Signature

Mounds, OK

Jim Bennett

Signature

Tulsa, Oklahoma

Bill Epperson

Signature

Tulsa, OK

Pat Gates

Signature

Tulsa, OK

Carolyn Griffin

Signature

Tulsa, OK

Bruce Saxon

Signature

Tulsa, OK

Jenny Willis

Signature

Tulsa, OK

Dave Yonce

Signature

Tulsa,?