ACTION OF DIRECTORS
OF CASA ACADEMY
IN LIEU OF ORGANIZATIONAL MEETING

The undersigned, constituting the initial Board of Directors of Casa Academy, an Arizona nonprofit Corporation, acting pursuant to Section 10-3704 of the Arizona Revised Statutes, consent to the adoption of the following resolutions, to have the same force and effect as if unanimously taken and adopted at the organizational meeting of the initial Board of Directors of the Corporation duly called and held on the fifth of May, 2013.

(1) RESOLVED, that the Articles of Incorporation and any filed with the Arizona Corporation Commission are hereby approved and ordered made a part of the records of this Corporation, and that all actions taken by the incorporator in connection therewith are hereby ratified, approved and confirmed.

(2) RESOLVED, that the Amended and Restated Articles of Incorporation, as prepared by counsel, are hereby approved and ordered filed with the Arizona Corporation Commission and made a part of the records of this Corporation.

(3) RESOLVED, that the Bylaws of this Corporation, as prepared by counsel and in the form preceding these minutes, are hereby adopted as the Bylaws of this Corporation.

(4) RESOLVED, that the following persons are hereby elected officers of this Corporation to the offices set forth opposite their respective names, to serve until the first annual meeting of the Board of Directors, or until their respective successors have been duly elected or appointed:

Nathan Arrowsmith, Chair
_____, Vice Chair
Julie Rhein, Secretary
Olu Omodara, Treasurer

(5) RESOLVED, that the members of the Board of Directors are herewith classified according to term as follows:

Class 1. (Expiring at 2014 Annual Meeting):

Olu Omodara

Class 2. (Expiring at 2015 Annual Meeting):

Julie Rhein

Class 3. (Expiring at 2016 Annual Meeting):

Nathan Arrowsmith

(6) RESOLVED, that Bank of America is hereby designated as depository for bank accounts in the name of this Corporation, with any two of the Director of Students and Operations and the Academic Director of this Corporation as authorized signatories.

(7) RESOLVED, that the Treasurer of this Corporation is hereby directed to furnish said depository with a certified copy of said resolutions and certified specimens of the signatures, and that said depository may rely on this resolution until receipt by them of a certified copy of a resolution by the Board of Directors of this Corporation revoking or modifying the same.

(8) RESOLVED, that each of the following policies were adopted as the Corporation's policies:

- Procurement
- Conflicts of Interest Policy
- Record Retention Policy
- Signature Authority
- Whistleblower Policy
- Travel and Expense Reimbursement Policy
- Form 990 Review Policy

(9) RESOLVED, that this Corporation shall forthwith process an Application for New Charter for the 2014- 2015 School Year, as reviewed and approved by members of the Board, and in connection therewith the appropriate officers of this Corporation are hereby authorized and directed to execute application forms and any other necessary documents and to file it with the Arizona State Board for Charter Schools.

(10) RESOLVED, that this Corporation shall forthwith process an application for tax exemption under IRC Section 501(c)(3) and under any corresponding provision of State law, and in connection therewith the appropriate officers of this Corporation are hereby authorized and directed to execute application forms, powers of attorney and any other necessary documents.

(11) RESOLVED, that this Action of Directors in Lieu of Organizational Meeting may be signed in counterparts.

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IN WITNESS WHEREOF, the undersigned have executed this consent to be filed as a part of the minutes of the Corporation as of the day and year first above written.

Nathan Arrowsmith, Director

Julie Rhein, Director

Olu Omodara, Director