Hirsch Academy: A Challenge Foundation Academy, Inc.

ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS IN LIEU OF A SPECIAL MEETING

June 11, 2012

As permitted by the ARIZONA REVISED STATUTES, Section 10-3821, and by Article VI, Section 6.12 of the Bylaws of Hirsch Academy: A Challenge Foundation Academy, Inc., an Arizona nonprofit corporation ("the Corporation"), the undersigned, being all the directors of the Corporation, hereby authorize, approve and consent without a meeting to the adoption of the following resolutions, and the actions thereby contemplated, effective as of the date the last director signs this written consent.

RESOLUTIONS OF THE BOARD:

NOW THEREFORE BE IT:

RESOLVED that, pursuant to Article V, Section 5.7 of the Bylaws of the Corporation, this Board shall, and hereby does, elect the following officers of the Board of Directors of the Corporation:

Eleanor S. Gaines - Secretary; and
William "BJ" M. Steinbrook, Jr. - Vice President and Treasurer.

RESOLVED FURTHER that these resolutions shall take effect immediately upon the signature of the last director to sign this written consent and shall be entered in the records of the Corporation.

Resolutions adopted as of the date the last director signs this written consent.

Joan E. Lange, Director — 6-11-2012 Date of Signature

William M. Steinbrook, Jr., Director — 6-11-2012 Date of Signature

Eleanor S. Gaines, Director — 6-11-2012 Date of Signature