ACTION OF DIRECTORS IN LIEU OF

SPECIAL MEETING OF BOARD OF DIRECTORS

OF INCITO SCHOOLS

an Arizona non-profit corporation

The undersigned, constituting all members of the Board of Directors (the "Board") of Incito Schools, an Arizona non-profit corporation (the "Corporation"), by unanimous written consent made effective as of June 30, 2011, pursuant to the authority contained in Arizona Revised Statutes, hereby adopt the following resolutions and consent to their adoption without a meeting of the Board of Directors:

(1) RESOLVED, that this Corporation shall forthwith process an Application for New Charter for the 2012- 2013 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.

(2) RESOLVED, that this Action of Directors in Lieu of Special Meeting ("Consent") may be signed in counterparts each of which will be deemed to be an original copy of this Consent and all of which, when taken together, will be deemed to constitute one and the same Consent. The exchange of copies of this Consent and of signature pages by electronic transmission shall constitute effective execution and delivery of this Consent as to the parties and may be used in lieu of the original Consent for all purposes.

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 written above.

April Castillo, Director

Amanda Jelleson, Director

Kristina Vasquez, Director