ORGANIZATIONAL MEETING MUNITES

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF LEMAN ACADEMY OF EXCELLENCE, INC.

On this 12th day of May, 2014, the initial directors of the Leman Academy of Excellence, Inc. (the "Corporation"), as stated in the Articles of Incorporation, met, the meeting having been held on the call of all of the incorporators named in the Articles of Incorporation. The directors waived notice and purpose of the meeting. The initial directors announced that the Articles of Incorporation were filed by the Corporation Commission of State of Arizona on _____.

At this meeting, the following business was conducted, and, on motions duly made, seconded and carried, and the following resolutions were adopted:

RESOLVED, That this meeting is the organizational meeting of the Board of Directors of the Corporation;

RESOLVED, That Joseph Higgins shall be and hereby is elected Chairman of the meeting and Lynne Houlton shall be, and hereby is, elected Secretary of the meeting;

RESOLVED, That the Corporation shall maintain a Minute Book containing the minutes of this meeting and of all the subsequent meetings of the Board of Directors of the Corporation and such other documents as the Corporation, the Board of Directors, or the shareholders thereof shall from time to time direct;

RESOLVED, That a certified copy of the Articles of Incorporation of the Corporation and the Certificate of Incorporation of the Secretary of State of Arizona shall be inserted in the Minute Book of the Corporation;

RESOLVED, That the Bylaws presented to and considered at this meeting are adopted as the Bylaws of the Corporation, and the Secretary of the Corporation is ordered to certify a copy of such Bylaws, maintain them in the principal office of the Corporation for the transaction of its business and keep them open for inspection by the members at all reasonable times during office hours; the Secretary is further ordered to certify a copy of such Bylaws and insert them in the Minute Book of the Corporation;

RESOLVED, That the initial Directors, by their signature affixed to the Minutes of the First Meeting of the Board of Directors, and by this resolution, do hereby waive notice of the time and place of this meeting, consent to this meeting, approve of the contents of the Minutes of the First Meeting, and direct that the original of the minutes of this meeting shall be retained in the Minute Book of the Corporation;

RESOLVED, That a corporate seal consisting of two concentric circles and containing the words Leman Academy Of Excellence, Inc. as shown by the impression thereof on the margin of this page, is hereby adopted as the corporate seal of the Corporation.

ELECTION OF DIRECTORS

Thereafter, the following persons were unanimously nominated and elected to serve as DIRECTORS of the Corporation until the next annual meeting of the Board of Directors or until their successors are elected;

Lynne Houlton	Dennis O'Reilly
Dr. Kevin Leman	Joseph Higgins

RESOLVED, That BMO Harris Bank shall be a depository for the Corporation, and the standard form of corporate resolutions pertaining thereto, authorizing Dennis O'Reilly as signatory, are hereby adopted, and a copy thereof is directed to be affixed to the minutes of this meeting.

RESOLVED that the Corporation is being formed for the purpose of establishing and operating one or more public charter schools in accordance with the laws of the state where the school is located and the Board of Directors shall be the governing board for the school until such time as the Board determines it is in the best interest of the school to appoint a separate governing board.

There being no further business to come before the Board of Directors, the meeting was duly adjourned.

Dated: 5-16-2014

Secretary

Approved:

Chairman