JOINT UNANIMOUS WRITTEN CONSENT TO ACTIONS
IN LIEU OF MEETING
OF THE SOLE MEMBER AND OF THE BOARD OF DIRECTORS
OF
PS CHARTER SCHOOLS, INC.

June 7, 2013

The initial Member of the Corporation, and the initial Board of Directors of the Corporation, as named in the Articles of Incorporation of PS CHARTER SCHOOLS, INC., an Arizona nonprofit corporation, incorporated on June 7, 2013 (the "Corporation"), acting by unanimous written consent in lieu of a meeting, as authorized by Sections 10-3704 and 10-3821 of the Arizona Nonprofit Corporation Act, hereby adopts the following resolutions which shall be effective as of the date first written above. Each of the undersigned waives notice of any meeting to consider matters incorporated in this Consent.

Bylaws

RESOLVED, that the Bylaws attached hereto as Exhibit "A" be adopted as the Bylaws of the Corporation and that a copy, certified to by the Secretary, be placed in the corporate minute book and be kept with the books and records of the Corporation.

Conflict of Interest Policy

RESOLVED, that Conflict of Interest Policy attached hereto as Exhibit "B" be adopted as the Conflict of Interest Policy of the Corporation and that a copy, certified to by the Secretary, be placed in the corporate minute book and be kept with the books and records of the Corporation.

Size of the Board of Directors

RESOLVED, that pursuant to Section 4.2 of the Bylaws, the number of directors who shall comprise the Board of Directors shall be established as being two (2) directors.

Appointment of Directors

RESOLVED, that each of the following persons be, and hereby is, appointed to serve as a member of the Board of Directors with a term to expire at the annual meeting of Members to be held in the year set forth across from his or her name, or until his or her respective successor shall be chosen, according to the Bylaws:

Kami R. Cothrun	2016
R. Ryan Cothrun	2015

Size of the School Board

RESOLVED, that pursuant to Section 6.3 of the Bylaws, the number of School Board Members who compromise the School Board shall be established as being three (3) School Board Members.

Appointment of School Board Members

RESOLVED, that each of the following persons be, and hereby is, appointed to serve as a member of the School Board for a one-year term, or until his or her respective successor or assign shall be chosen, according to the Bylaws:

Kami R. Cothrun
R. Ryan Cothrun
[To Be Determined]

Officers

RESOLVED, that the following named persons are hereby elected to serve as officers of the Corporation, with the understanding that no contract of employment is created by the election or appointment of any of those persons, and that their employment is terminable at will by the respective officer or the Corporation:

President/Executive Director	Kami R. Cothrun
Vice-President, Secretary and Treasurer	R. Ryan Cothrun

Approval of Corporate Seal

RESOLVED, that the Secretary is authorized to obtain a seal for the Corporation, and once obtained, an impression of that seal shall be affixed to these minutes and shall thereby be, adopted as the corporate seal of the Company.

Approval of Fiscal Year

RESOLVED, that the fiscal year of the Corporation shall end on June 30 of each year.

General Banking Resolutions

RESOLVED, that the Corporation shall open and maintain one or more checking and savings accounts at a federally insured financial institution, and that the President and Treasurer are authorized to execute any and all signature cards and other forms required by that institution.

Federal Employer Identification Number; Tax Exempt Status

RESOLVED, that the officers of the Corporation are hereby authorized to obtain a Federal Employer Identification Number, and to execute all documents and take any and all action required to enable the Corporation to obtain a determination of tax exempt status under the applicable provisions of the Internal Revenue Code, including but not limited to the filing of Form 1023.

Trade Name / Doing Business As

WHEREAS, the Corporation wishes to do business under the name "Pieceful Solutions Charter School", and wishes to enter into a license from Pieceful Solutions, LLC, an Arizona limited liability company, for the use of such name;

RESOLVED, that the Corporation is authorized to do business under the name "Pieceful Solutions Charter School", and that the officers of the Corporation are hereby authorized to enter into such agreements with Pieceful Solutions, LLC to obtain the rights to use that name as the officers executing such agreement may deem necessary or appropriate in their respective sole discretion.

Charter School Application

WHEREAS, the Corporation desires to apply for a charter from the Arizona State Board for Charter Schools;

RESOLVED, that the Corporation is authorized to submit the Application for New Charter to the Arizona State Board for Charter Schools, in the form previously reviewed by the Board of Directors of the Corporation, with such changes, additions, modifications and deletions as the officer(s) of the Corporation executing such Application may deem necessary or appropriate in their respective sole discretion.

Further Actions; Ratification

FURTHER RESOLVED, that each officer of the Corporation shall take such actions and execute such documents, instruments and agreements as are necessary or appropriate in connection with the foregoing resolutions and the performance of the transactions contemplated thereby.

FURTHER RESOLVED, that any and all actions undertaken by the Members, directors, officers and employees of the Corporation in connection with the foregoing resolutions on or before the date of these resolutions are hereby ratified, confirmed and approved as acts of the Corporation.

IN WITNESS WHEREOF, the Consent as set forth above, is adopted by the sole Member of the Corporation and by all of the members of the Board of Directors of the Corporation.

MEMBER:

Kami R. Cothrun

DIRECTORS:

Kami R. Cothrun

R. Ryan Cothrun