PATHWAYS IN EDUCATION – ARIZONA, INC.

ACTION OF THE DIRECTORS

IN LIEU OF ORGANIZATIONAL MEETING

The undersigned, constituting the Board of Directors of Pathways in Education - Arizona, an Arizona nonprofit corporation ("School"), 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 School duly called and held on the 5th day of May, 2015.

WHEREAS, Pathways in Education – Arizona, Inc. was formed to operate a charter school in Arizona and desires to apply for a new charter contract authorized by the Arizona State Board for Charter Schools for the 2016 - 2017 academic year;

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

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

RESOLVED, that the following persons are hereby elected officers of this School 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:

Jamie Hall a/k/a Jamie Donahue, President
John Hall, Vice President
Joan Hall, Vice President
John Hall Jr., Secretary and Treasurer

RESOLVED, that Pathways in Education – Arizona, Inc. shall forthwith process an Application for a New Charter for the 2016 - 2017 academic year ("Charter Application"), as reviewed and approved by members of the Board of Directors, and in connection therewith the Authorized Representative of Pathways in Education – Arizona, Inc., who shall be Jamie Hall a/k/a Jamie Donahue, is hereby authorized and directed to execute application forms and any other necessary documents and to file them with the Arizona State Board for Charter Schools.

RESOLVED, that Pathways in Education – Arizona, Inc. further empowers the Authorized Representative to bind Pathways in Education – Arizona, Inc. in all matters relating to the drafting, submission, negotiation, and execution of the Charter Application and charter contract until his or her respective successor has been duly elected or appointed.

RESOLVED, that the Treasurer of this School 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 School revoking or modifying the same.

RESOLVED, that this School 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 School are hereby authorized and directed to execute application forms, powers of attorney and any other necessary documents.

FURTHER RESOLVED, that this Action of the 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 School as of the day and year first above written.

Phillip Wilson

Phillip Wilson, Director

Stephanie Paschke, Director

Annemarie Comes, Director