CORPORATE STRUCTURE

Part 1: Structure of the Corporation by Showing the Different Levels of Management

The Governing Board: Espiritu acts through the actions of the Governing Board. Members of the Governing Board are elected by then current Governing Board. The authorized number of Directors shall be not less than three (3) and not more than seven (7). The exact authorized number of Directors shall be determined from time to time by the Governing Board. There are currently six (6) members on the Governing Board.

Individual Name	**Corporate Role**
Armando Ruiz	Director
Adrian Daniel Ruiz	Director
Jorge Ignacio Sandoval	Director
Frances Castillo	Director
Margaret April	Director
Monica Ivana Rivera	Director

Each Director shall be elected to a term of one (1) year until a successor Director has been designated and qualified. All Directors are required to discharge the duties of their respective positions in good faith and with that diligence and care which reasonably prudent persons would exercise in similar circumstances and like positions.

Officers of the Corporation: The officers of the Corporation shall consist of the President, Secretary, Treasurer, and any such other officers as the Governing Board may appoint. The office of President and Secretary or Treasurer may not be held by the same person. The Board of Directors shall appoint all officers of Espiritu for terms of one (1) year, or until their successors are appointed and qualified. Subject to the rights, if any, of the officer under any contract of employment, any officer of the Corporation may be removed with or without cause by the Governing Board at any time. There following is a list of the three (3) current officers:

Individual Name	**Corporate Role**
Armando Ruiz	President
Adrian Daniel Ruiz	Treasurer
Jorge Ignacio Sandoval	Secretary

- **President**. The President shall, if present, preside at all meetings of the Governing Board and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Governing Board or prescribed by the Bylaws.

- **Secretary**. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Governing Board may direct, a book of minutes of all meetings, proceedings, and actions of the Governing Board and of committees of the Governing Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Governing Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office of the Corporation, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Governing Board, and of committees of the Governing Board in accordance with Open Meeting Law and the Bylaws. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Governing Board or the Bylaws may require.

- **Treasurer**. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by Open Meeting Law, by the Bylaws, or by the Governing Board. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall: (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Governing Board may designate; (ii) disburse the Corporation's funds as the Governing Board may order; (iii) render to the President and the Governing Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Governing Board or the Bylaws may require. All checks, drafts, notes, bonds, bills of exchange and orders for payment of money of the Corporation from its charter school operations shall be signed by the Treasurer or such other person or persons as the Board of Directors may from time to time designate.

Committees of the Governing Board: The Governing Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the pleasure and discretion of the Governing Board. Any such committee shall have all the authority of the Governing Board, to the extent provided in the Governing Board resolution, except that no committee may do the following: (i) fill vacancies on the Governing Board or any committee of the Governing Board; (ii) fix compensation of the Directors for serving on the Governing Board or on any committee; (iii) amend or repeal bylaws or adopt new Bylaws; (iv) amend or repeal any resolution of the Governing Board that by its express terms is not so amendable or repealable; (v) create any other committees of the Governing Board or appoint the members of committees of the Governing Board; or (vi) approve a transaction in which a Director has a material financial interest. The Board of Directors, by resolution adopted by a majority of the Directors then in office, has created the following committees to serve at the pleasure and discretion of the Governing Board:

- **Compensation Committee**. All members of the Compensation Committee shall be disinterested persons under the Bylaws. The Bylaws define an "interested person" as being (i) any person compensated by Espiritu for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as director in accordance with the Bylaws, (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person, and (iii) a member in a commonly controlled, related or supporting organization. The

- **Corporate Compliance Committee**. The Corporate Compliance Committee shall (i) ensure that the Governing Board is acting in compliance with Open Meeting Law, (ii) ensure that the minutes of the meetings and actions taken by written action or by executive session are contemporaneously documented in the corporate records, (iii) ensure that the percentage of interested persons comprising the Governing Board as set forth in the Bylaws is being adhered to, (iv) evaluate the effectiveness or the Governing Board as a whole, (v) adopt and implement a whistle-blower policy for handling complaints and for procedures or employees to report suspected fiscal impropriety, (vi) adopt and implement a document integrity, retention and distribution policy, and (vii) arrange and implement educational and training seminars to be held, at a minimum, once per year, which shall be aimed at educating the Governing Board on corporate issues such as compliance with Open Meeting Law and adherence to the obligations of the Charter Contract.

In accordance with subsection (ii), above, an essential function of the Corporate Compliance Committee is to oversee the adherence to the conflict of interest policy adopted by the Governing Board to be followed by the members of the Governing Board in executing their duties. Each Director is informed and advised of the conflict of interest policy prior to entering or assuming the duties of the position and has agreed to be bound by the conflict of interest policy set forth in the Bylaws which provides, in part, for the disclosure of any duality of interest or possible conflict of interest on the part of any Director and that such duality of interest or possible conflict must be made a part of the corporate records either through an annual procedure or when the interest becomes a matter requiring Governing Board action and then recorded in the appropriate minutes wherein an action related to this issue is taken. No Director having a duality of interest or possible conflict of interest can vote or use his or her personal influence on the issue being decided however, the Director may participate in the information gathering and answer appropriate questions related to the issue. The minutes of any meeting where a conflict is present must reflect: (i) that a disclosure of the conflict was made; (ii) the Director with the conflict abstained from voting; and (iii) any other relevant factors necessary.

- **Finance and Independent Audit Committee**. The Finance and Independent Audit Committee shall consist of disinterested persons, at least one (1) of whom is a financial expert and such committee shall (i) adopt and implement a financial management policy and ensure that the Governing Board keeps complete, current, and accurate financial reports, (ii) review the Governing Board's financial activities, (iii) adopt and implement a reimbursement policy, including, without limitation, the reimbursement of travel and entertainment expenditures, (iv) ensure that the financial statements are compiled and annually reviewed by an independent accountant, audited by an independent accountant and for overseeing such process, (v) adopt and implement a policy whereby financial wrongdoing can be reported to the committee and responded to and/or corrected by the committee; and (vi) adopt a tax-exempt bond compliance policy and ensure that all actions taken by the Corporations are in compliance with such policy.

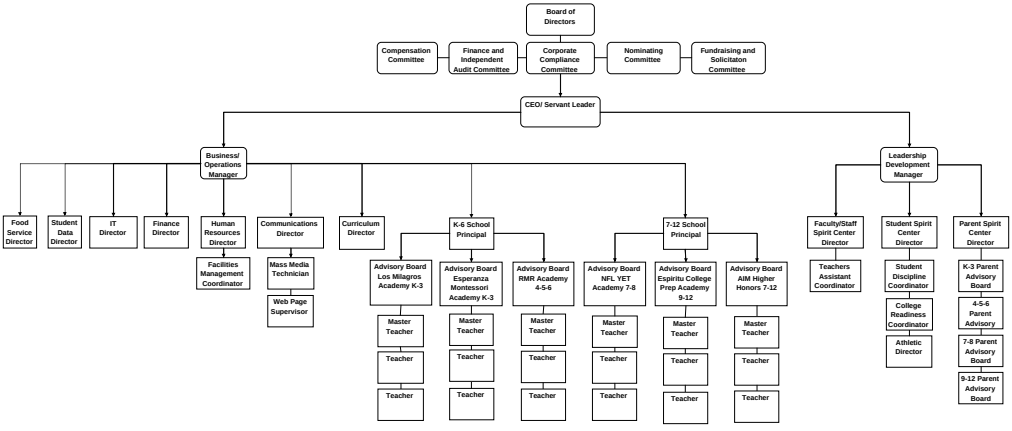
- **Fundraising and Solicitation Committee**. The Fundraising and Solicitation Committee, at least one (1) member of which shall act as the liaison between the Governing Board and community, shall (i) develop and oversee the strategic plan adopted by the Governing Board that promotes the school within the community, (ii) ensure that solicitation materials and other correspondence to prospective donors are accurate and truthful, (iii) ensure that contributions are being used in accordance with the donor's intent, (iv) ensure that donors are being provided with acknowledgement of charitable contributions in accordance with federal tax law, and (v) adopt and implement gift acceptance, community benefit and charity care policies to determine the situations in which an acceptance of a gift or donation would compromise the ethics, finances, or mission of the school.

- **Nominating Committee**. The Nominating Committee shall (i) secure candidates for positions and shall present a slate of qualified, acceptable candidates to the Governing Board for approval, and (ii) establish and adopt a policy for nominating candidates and shall ensure that all recruitment and retention activities are in compliance.

Administrative Personnel and Staff: All administrative personnel and staff report to and are held accountable by the Governing Board. The following is a brief description of the "Key Administrative Personnel" that are selected by the Governing Board and that are responsible for the routine administrative day-to-day operations of the school:

- **CEO/Servant Leader**. The CEO/Servant Leader of the school serves as the educational leader, responsible for managing the policies, regulations, and procedures to ensure that all students are supervised in a learning environment that meets the approved curriculum, values and mission of the school. Achieving academic excellence requires that the CEO/Servant Leader work collaboratively to direct and supervise all members of the administrative school staff hired by the Governing Board and to communicate effectively with parents and students of the school. Inherent in the position are the responsibilities for scheduling, curriculum development, extracurricular activities, personnel management, emergency procedures, and operation of the school facilities. The job responsibilities of the CEO/Servant Leader shall include, but not be limited to, the (i) establishment and promotion of high standards and expectations for all students and staff for academic performance and responsibility for behavior; (ii) management, evaluation and supervision of effective and clear procedures for the operation and functioning of the school consistent with the philosophy, mission, values and goals of the school including instructional programs, extracurricular activities, discipline systems to ensure a safe and orderly climate, building maintenance, program evaluation, personnel management, office operations, and emergency procedures; (iii) establishment the annual master schedule for instructional programs, ensuring sequential learning experiences for students consistent with the school's philosophy, mission statement and instructional goals; (iv) supervision of the instructional programs of the school, evaluating lesson plans and observing classes on a regular basis to encourage the use of a variety of instructional strategies and materials consistent with research on learning and child growth and development; (v) supervision in a fair and consistent manner effective discipline and attendance systems with high standards, consistent with the philosophy, values, and mission of the school; (vi) notification to the Governing Board, and appropriate personnel and agencies when there is evidence of substance abuse, child abuse, child neglect, severe medical or social conditions, potential suicide or students appearing to be under the influence of alcohol or controlled substances; (vii) advisement of the Governing Board of

- **Business and Operations Manager**. The Business and Operations Manager serves as the overseer of the administrative, financial and budgetary process of the school. The job responsibilities of the Business and Operations Manager shall include, but not be limited to, (i) implementation of the financial decisions of the Governing Board and the CEO/Servant Leader, (ii) planning and monitoring of the financial activity of the school including relevant and agreed elements of the standard operational funds, (iii) preparation and oversight of the school budget, and the management income and expenditure, (iv) regular attendance at the Finance and Independent Audit and Revise Committee meetings to present strategic financial management reports, (v) manages daily administrative operations including establishing work priorities, assists in resolving problems related to day-to-day operations of the school (vi) ensuring that the schools meet all statutory and legal requirements as well as the requirements set forth in the Charter Contract concerning the financial management of the schools, and to liaise with external auditors, (vii) collaborate with academic leaders. The Food Service Director, Student Data Director, IT Director, Finance Director, HR Director, Communications Director, Curriculum Director, K-6 Principal, and 7-12 Principal report to the Business and Operations Manager.

- **Leadership Development Manager**. The Leadership Development Manager serves as the coordinator and supervisor of the individual "Spirit Centers" offered at each of the school and reports to the CEO/Servant Leader. The Leadership Development Manager serves a pivotal role in improving the leadership development of the staff and students as well as improving the relationship between parents and students with respect to enhancing each student's academic potential. The job responsibilities of the Leadership Development Manager shall include, but not be limited to, (i) oversight of the each Spirit Center, (ii) establishing key leadership and people management programs that will promote the school and its mission within the community and encourage active involvement with community leaders, (iii) assessment of the learning and developmental needs of the students, staff and parents, and (iv) select the appropriate blend of learning modalities that will maximize relevance, impact and understanding of the students and parents. The directors of each of the Spirit Centers report to the Leadership Development Manager.

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