SySTEM Schools, Inc.
ACTION BY INCORPORATORS

The incorporators of SySTEM Schools select the following persons to be directors of the Corporation until their successors are elected and take office.

- Angelica Cruz
- Nicole Fernandez
- Doris Roman

Dated: 17th of May, 2013.

Angelica Cruz, Incorporator

Nicole Fernandez, Incorporator

ACTION OF DIRECTORS
OF SYSTEM SCHOOLS
IN LIEU OF ORGANIZATIONAL MEETING

The undersigned, constituting the initial Board of Directors of SySTEM Schools, an Arizona nonprofit Corporation, 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 Corporation duly called and held on the 17th of May, 2013.

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

(2) RESOLVED, that the Amended and Restated Articles of Incorporation are hereby approved and ordered filed with the Arizona Corporation Commission and made a part of the records of this Corporation.

(3) RESOLVED, that the Bylaws of this Corporation in the form preceding these minutes, are hereby adopted as the Bylaws of this Corporation.

(4) RESOLVED, that the following persons are hereby elected officers of this Corporation 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:

_____, Chair
_____, Vice Chair
Doris Roman Secretary
_____, Treasurer

(5) RESOLVED, that the members of the Board of Directors are herewith classified according to term as follows:

Class 1. (Expiring at 2014 Annual Meeting):

Doris Roman

_____

Class 2. (Expiring at 2015 Annual Meeting):

_____

_____

Class 3: (Expiring at 2016 Annual Meeting):

_____

_____

(6) RESOLVED, that Wells Fargo Bank is hereby designated as depository for bank accounts in the name of this Corporation, with any two of the Chief Operations Officer or Chief Academic Officer of this Corporation as authorized signatories.

(7) RESOLVED, that the Secretary of this Corporation 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 Corporation revoking or modifying the same.

(8) RESOLVED, that each of the following policies were adopted as the Corporation's policies:

- Procurement
- Conflicts of Interest Policy
- Record Retention Policy
- Signature Authority
- Whistleblower Policy
- Travel and Expense Reimbursement Policy
- Form 990 Review Policy

(9) RESOLVED, that this Corporation shall forthwith process an Application for New Charter for the 2014- 2015 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.

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

(11) RESOLVED, that this Action of Directors in Lieu of Organizational Meeting may be signed in counterparts.

****

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 above written.

Doris Roman, Director