



Resolution Accepting the Bylaws
of
Ben Franklin Academy

RESOLVED, that the Corporation of Ben Franklin Academy (the Corporation) adopt the bylaws attached hereto as the bylaws of the Corporation.

FURTHER RESOLVED, that the number of directors of the Corporation shall be seven.

FURTHER RESOLVED, that the director seats shall be labeled “Seat 1,” “Seat 2,” “Seat 3,” “Seat 4,” Seat 5,” “Seat 6,” and “Seat 7.” Seat 1 is the seat currently occupied by Staci Ferguson. Seat 2 is currently unoccupied and shall be appointed in due course. Seat 3 is the seat currently occupied by Matthew Matherly. Seat 4 is the seat currently occupied by Jason Sunahara. Seat 5 is the seat currently occupied by Becky Mullen. Seat 6 is the seat currently occupied by Paige Brock. Seat 7 is the seat currently occupied by Jason Sanders.

FURTHER RESOLVED, Seat 1 and Seat 2 shall be Class A directors. Seat 3 and Seat 4 shall be Class B directors. Seat 5, Seat 6 and Seat 7 shall be Class C directors.

FURTHER RESOLVED, that Class A directors shall serve an initial term ending with the regular meeting in May 2012. Class B directors shall serve an initial term ending with the regular meeting in May 2013. Class C directors shall serve an initial term ending with the regular meeting in May 2014.

FURTHER RESOLVED, that the directors holding Seat 1, Seat 3, Seat 5 and Seat 6 shall be parent elected directors and shall be appointed by the Parent Voting Group established in Section 3.4 of the bylaws.

FURTHER RESOLVED, that the directors holding Seat 2, Seat 4 and Seat 7 shall be board appointed directors and shall be appointed by the majority of directors then in office.

IN WITNESS WHEREOF, this Resolution is adopted as of March 22, 2011.

BOARD OF DIRECTORS:

Revision status:
Created 3/18/2011
Revised 3/18/2011
Approved 3/22/2011