

ORGANIZATIONAL
MEETING CONSENT
– THINK THROUGH
ACADEMY

**ACTION OF DIRECTORS
OF THINK THROUGH ACADEMY
IN LIEU OF ORGANIZATIONAL MEETING**

The undersigned, constituting the Board of Directors (the "Board") of Think Through Academy (the "School"), 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 an organizational meeting of the Board of Directors of the School duly called and held on April 20, 2017.

- (1) **RESOLVED**, that the Articles of Incorporation of this Corporation 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 of this Corporation as prepared by counsel and 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.
- (3) **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 School.
- (4) **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, or until their respective successors have been duly elected or appointed:

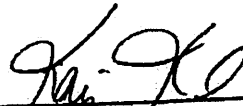
Najat Benaoussar, Principal & President
Naureen Hassan, Vice President & Treasurer
Kari R. Klein, Secretary
- (5) **RESOLVED**, that Chase is hereby designated as depository for bank accounts in the name of this School, with either the President or Treasurer of this School as authorized signatories.
- (6) **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 this School revoking or modifying the same.
- (7) **RESOLVED**, that each of the following policies were adopted as the School's policies:

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

(8) 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.

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

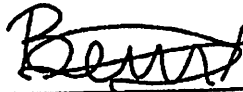
IN WITNESS WHEREOF, the undersigned have executed this consent to be filed as a part of the minutes of the School as of the day and year first above written.



Kari R. Klein, Director



Naureen Hasan, Director



Najat Benaoussar, Director