

**UNANIMOUS CONSENT OF THE
BOARD OF EDUCATION FOR THE CAMDENTON R-III SCHOOL DISTRICT
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the Directors of The Board of Education for the Camdenton R-III School District, a Missouri Political Subdivision (the "District"), hereby adopts the following resolutions for the Camdenton R-III School District Education Foundation, Inc. and consent to the taking of the actions therein described, such consent to have the same force and effect as a unanimous vote of the Directors of the Corporation at special meetings duly held:

WHEREAS, the Corporation was organized under the laws of the State of Missouri on January 11, 2001 by filing Articles of Incorporation with the Missouri Secretary of State; and

WHEREAS, the Corporation amended its Articles of Incorporation on April 24, 2001 by filing an Amendment of Articles of Incorporation with the Missouri Secretary of State; and

WHEREAS, the Directors of the Corporation have determined that it is advisable and in the best interests of the Corporation to amend the Amended Articles of Incorporation of the Corporation; and

WHEREAS, the Corporation enacted its Bylaws on August 14, 2000; and

WHEREAS, the Directors of the Corporation believe that it is advisable and in the best interests of the Corporation to (i) amend and restate the Corporation's Articles of Incorporation in the manner set forth in **Exhibit A** attached hereto and incorporated herein by this reference, and (ii) amend and restate the Corporation's Bylaws in the manner set forth in **Exhibit B** attached hereto and incorporated herein by this reference; and

NOW, THEREFORE, the undersigned hereby adopts the following resolutions:

RESOLVED, that the Amended and Restated Articles of Incorporation be, and hereby are, approved, in substantially the form provided to the Board and the Board of Education for Camdenton R-III School District for consideration and attached as **Exhibit A** hereto, with such changes as any Authorized Officer (as hereinafter defined) shall approve, such approval to be evidenced conclusively by the execution thereof by any such Authorized Officer.

RESOLVED FURTHER, that the Bylaws be, and hereby are, approved, in substantially the form provided to the Board and the Board of Education for Camdenton R-III School District for consideration and attached as **Exhibit B** hereto, with such changes as any Authorized Officer (as hereinafter defined) shall approve, such approval to be evidenced conclusively by the execution thereof by any such Authorized Officer.

RESOLVED FURTHER, that the President of the Corporation, or such other officer of the Corporation as the President may designate, (each an "Authorized Officer"), be, and hereby is, authorized, directed and empowered to execute and deliver, in the name and on behalf of the Corporation, the Corporate Documents, and each Authorized Officer is further authorized and directed to take any and all other actions and to execute, deliver, file and perform such other agreements, instruments and documents as they may deem necessary or appropriate in order to consummate amendment and restatement of the Corporate Documents and the other transactions

contemplated by the Corporate Documents and otherwise to give effect to the intent of the foregoing Recitals and Resolutions; and

RESOLVED FURTHER, that the execution by each Authorized Officer of the Corporate Documents and any such other agreement, instrument or document or the doing by such Authorized Officer of any act in connection with the foregoing matters shall establish conclusively his or her authority therefor from the Corporation, and the approval and ratification by the Corporation of such agreement, instrument or document and the actions so taken; and

RESOLVED FURTHER, that any and all action heretofore taken, and any and all things heretofore done by the Authorized Officer in connection with, or with respect to, the matters referred to in the foregoing Resolutions and Resolutions be, and same hereby are, confirmed as authorized and valid acts taken on behalf of the Corporation; and

RESOLVED FURTHER, that this Consent may be executed and transmitted by facsimile machine, telecopier or other electronic transmission, including portable document file (PDF) in counterparts, which for all purposes is to be deemed an original.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this written consent this ___ day of March, 2013.

NANCY MASTERSON

CHRISTOPHER C. McELYEA

SELYNN BARBOUR

JIM BESANCENEZ

JOHN L. BECKETT

LAURA MARTIN

JACKIE SCHULTE

LINDA LEU

**CONSTITUTING ALL OF THE DIRECTORS OF
THE BOARD OF EDUCATION FOR THE CAMDENTON R-III SCHOOL DISTRICT**

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

DRAFT

EXHIBIT B

BYLAWS

DRAFT