

**MINUTES  
OF A MEETING OF  
WEBER STATE UNIVERSITY CHARTER ACADEMY**  
(A Utah nonprofit corporation)

Chloe Merrill, Chair of the Board of Directors of Weber State University Charter Academy, a Utah nonprofit corporation (the “**Corporation**”), certifies that a special meeting of the Corporation was duly called by the Chair, pursuant to the Utah Revised Nonprofit Corporation Act, as amended. The meeting was held on the 1st day of February, 2013, at 11 a. m.; at Weber State University Education Building Room 240. The following directors of the Corporation were in attendance, constituting a quorum: Chloe D. Merrill, Wei, Qiu, James Zagrodnik, and Natalie Allen Williams. The following additional individuals were in attendance: Jenny Kokai, Carol VandenAkker, and Camie Bearden.

The directors adopted the following resolutions:

**WHEREAS**, when the Corporation adopted its original Articles of Incorporation and Bylaws, it anticipated filing an application with the Internal Revenue Service (“**IRS**”) for recognition as a 509(a)(3) supporting organization for Weber State University, in connection with its 501(c)(3) application; and

**WHEREAS**, legal counsel for the Corporation has determined that better tax treatment may be obtained if the Corporation files an application with the IRS for recognition as a 509(a)(1) public charity, in connection with its 501(c)(3) application; and

**WHEREAS**, the change from a 509(a)(3) entity to a 509(a)(1) entity requires certain technical changes to the Corporation’s Articles and Bylaws, as well as changes to the application filed with the IRS.

**NOW, THEREFORE, BE IT RESOLVED:** That the Corporation adopt Amended and Restated Articles of Incorporation and Amended and Restated Bylaws in the form which has been presented by the Chair; and

**FURTHER RESOLVED:** That the Chair and officers of the Corporation be authorized to make such changes to the application with the IRS as are necessary to confirm the 509(a)(1) status;

**FURTHER RESOLVED:** That the Chair and officers of the Corporation are hereby authorized, empowered, and directed to take such additional actions in the name of the Corporation and on its behalf as they deem necessary or advisable in order to obtain status for the Corporation as a 509(a)(1) entity.

## SECRETARY'S CERTIFICATE

I, THE UNDERSIGNED, being the Secretary of Weber State University Charter Academy, a Utah nonprofit corporation, does hereby certify the foregoing Resolutions were duly adopted at a meeting of the Board of Directors held on the 1st day of February, 2013.

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Wei Qiu, Secretary