

RESOLUTION NO.05.25.17.1

RESOLUTION OF THE BOARD OF DIRECTORS OF CELERITY CGD  
DEVELOPMENT RESIGNING FROM MEMBERSHIP IN CELERITY  
EDUCATIONAL GROUP PURSUANT TO SECTION 5340 OF THE  
CALIFORNIA CORPORATIONS CODE

WHEREAS, Celerity Global Development ("CGD") is a California nonprofit public benefit corporation exempt from tax under Section 501(c)(3) of the Internal Revenue Code that was formed in 2012 for public and charitable purposes, including to support Celerity Education Group ("CEG") and other public charter schools based on the CEG model;

WHEREAS, CEG is a California nonprofit public benefit corporation exempt from tax under Section 501(c)(3) of the Internal Revenue Code that was formed in 2004 to serve at-risk children, youth and their families by establishing and operating charter schools;

WHEREAS, on or around April 1, 2012, CEG adopted a resolution amending the CEG Bylaws to name CGD as the sole statutory member of CEG, as the term "member" is defined in Section 5056 of the California Corporations Code, and CGD adopted a resolution accepting such membership in CEG;

WHEREAS, Section 5340(a) of the California Corporations Code permits a member of a California nonprofit public benefit corporation to resign from membership at any time, and CGD now desires to resign from being CEG's sole statutory member pursuant to Section 5340.

NOW, THEREFORE, this Board does hereby find, resolve and order as follows:

Section 1. The foregoing recitals are true and correct.

Section 2. Pursuant to Section 5340(a) of the California Corporations Code, CGD hereby resigns as the sole statutory member of CEG effective immediately, and hereby relinquishes any and all of its rights as a member of CEG, including rights that it had pursuant to Corporations Code section 5056 and reflected in the CEG bylaws.

Section 3. This Board recognizes that because CGD is resigning its membership pursuant to Section 5340(a), no notice is required from CEG and no approval is required from CGD in order for CEG to amend its articles and/or bylaws to reflect the termination of CGD's membership. CGD hereby waives any notice or waiting period under Corporations Code Section 5342 and hereby relinquishes any and all of its rights under the CEG bylaws.

Section 4. The Secretary of this Board or the Chief Executive Officer of CGD, or the duly delegated representatives of any of the foregoing, acting alone or together, are hereby authorized and directed to take or a cause to be taken all such other actions as may be required to fulfill the purposes of the foregoing resolutions.

### SECRETARY'S CERTIFICATE

I, Tirza Rivera, Secretary of the Board of Directors of Celerity Global Development, a California nonprofit public benefit corporation, hereby certify as follows:

The attached is a full, true, and correct copy of the resolution duly adopted at a regular meeting of the Board of Directors of Celerity Global Development which was held on May 25, 2017, at which meeting all of the members of the Board of Directors had due notice and at which a quorum thereof was present; and at such meeting such resolution was adopted by the following vote:

AYES: 3

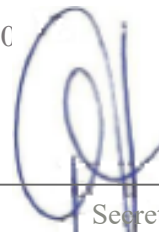
NOES: 0

ABSTAIN: 0

ABSENT: 0

I have carefully compared the same with the original minutes of such meeting on file and of record in my office; the attached resolution is a full, true, and correct copy of the original resolution adopted at such meeting and entered in such minutes; and such resolution has not been amended, modified, or rescinded since the date of its adoption, and the same is now in full force and effect.

WITNESS my hand on May 25, 20



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Secretary of the Board of Directors of  
CELERITY GLOBAL DEVELOPMENT