



In agreement with a duly made and seconded motion, the Board of Directors of Celerity Educational Group, voted in favor of the following resolution:

Whereas the Celerity Educational Group (“CEG”) board recognizes that the sole member structure and the contracts, agreements, bylaws and other writings supporting and documenting that sole member structure are lawful and have previously been approved by the board;

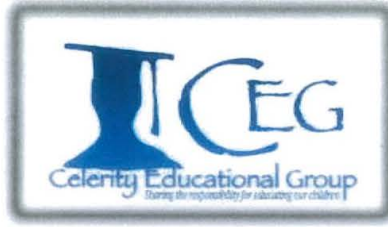
Whereas the board further recognizes that CEG may be unable to change the sole member structure on a schedule solely dictated by CEG due to requirements, advice or policies imposed on CEG by charter authorizers;

Whereas, notwithstanding the foregoing, CEG wishes to continue to refine its corporate structure and agreements to provide for the most efficient, economical and practical delivery of services and goods to its students, parents and teachers;

The Board of Directors of CEG, having met and considered the governing law, comments, decisions, actions, reports, memoranda, correspondence, policies and other information of its charter authorizers, hereby RESOLVES:

(1) To direct CEG’s management, under the leadership of Grace Canada, to analyze, with the assistance of legal counsel, changes to the (a) corporate formations and structures other than the current sole membership structure between CEG and Celerity Global Development; (b) possible changes to the contractual relationships between CEG and Global, including possible termination of all existing contracts with Global and Global related entities while continuing to ensure the schools receive necessary goods and services; and (c) any other changes suggested by any regulatory or chartering authority, including the California Department of Education and its staff.

(2) Further to the foregoing, the Board directs Ms. Canada and counsel to present recommendations to the Board on an expedited basis, in full consideration of the paramount goals of providing the highest quality educational services to the students and parents of the CEG schools; conducting CEG’s operations in the most efficient manner possible and in compliance with all applicable federal, state and local regulatory rules and laws.



SECRETARY'S CERTIFICATE

I, Erica Salas, Secretary of the Board of Directors of Celerity Educational Group, a California nonprofit public benefit corporation, County of Los Angeles, California, hereby certify as follows:

The attached is a full, true, and correct copy of the resolutions duly adopted at the Regular meeting of the Board of Directors of Celerity Educational Group which was held on April 12, 2017, at which meeting members of the Board of Directors and a quorum thereof was present; and at such meeting such resolutions were adopted by the following vote:

AYES: 4

NOES: 0

ABSTAIN: 0

AWAY: 1

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 the special 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 April 12, 2017


Secretary of the Board of Directors of
CELERITY EDUCATIONAL GROUP