

**MINUTES OF THE FIRST MEETING OF
THE BOARD OF DIRECTORS OF
BIG SUR CHARTER SCHOOL**
(A California Non-Profit Public Benefit Corporation)

I. PRELIMINARY

A. CALL TO ORDER

The directors named by the incorporator of the corporation named above, constituting the Board of Directors of this corporation, held their first meeting at the time, on the day, and at the place set forth as follows:

Time: 5:13

Date: July 30, 2012

Place: Loma Vista and Sunnyside School via teleconference

B. DIRECTORS PRESENT

The following directors, constituting a quorum of the Board, were present at the meeting:

Present: Sharna Whitehand, Parke Godar (by teleconference from Sunnyside school in Los Osos), Dena Richwine, Sonya Sirrs, Shawna Garritson, Jeannine Visbal, Lynne Byrne attended at 5:19

Absent: Vanessa Share

C. AGENDA

The agenda was approved as presented.

D. INTRODUCTION OF BOARD OF DIRECTORS OF BIG SUR CHARTER SCHOOL

Sharna introduced Sharna Whitehand, Dena Richwine, Sonya Sirrs, Parke Godar, Vanessa Share

II. OPEN SESSON

None

A. COMMUNICATIONS

B. ITEMS SCHEDULED FOR ACTION

a. ARTICLES OF INCORPORATION (EXHIBIT A)

The Chairperson informed the Board that the original Articles of Incorporation of the Corporation had been filed in the office of the California Secretary of State on July 29th, 2012 and that they named

Paul C. Minney
701 University Ave., Ste. 150
Sacramento, CA 95825

as initial agent for service of process.

The Chairperson presented to the meeting a certified copy of the Articles of Incorporation, showing filing as stated. The Secretary was directed to insert the copy in the book of the minutes of the Corporation and was also directed to keep a copy at the principal office for the transaction of business of the Corporation. On motion duly made Sharna Whitehand, seconded by Dena Richwine, and carried by unanimous vote, it was resolved that

Paul C. Minney
701 University Ave., Ste. 150
Sacramento, CA 95825

be confirmed as the Corporation's agent for service of process. On motion duly made by Sharna Whitehand, seconded by Sonya Sirrs, and carried by unanimous vote, the following resolutions were adopted:

WHEREAS, the undersigned have reviewed the Articles of Incorporation attached as Exhibit "A," and approve of the same without modification,

NOW, THEREFORE, RESOLVED that the Articles of Incorporation attached as Exhibit "A" are hereby approved and adopted.

b. APPOINTMENT OF INITIAL CORPORATE BOARD

The Board was presented with an Action by Written Consent of Sole Incorporator naming the initial corporate Board of Directors as

Parke Godar
Dena Richwine
Vanessa Share
Sonya Sirrs
Sharna Whitehand

which was executed by Kimberly Rodriguez as the sole incorporator of BIG SUR CHARTER SCHOOL. The Secretary was directed to insert the Action by Written Consent of Sole Incorporator in the book of the minutes of the Corporation and was also directed to keep a copy at the principal office of the Corporation. On motion duly made by Sharna Whitehand, seconded by Dena Richwine, and carried by unanimous vote, the following resolutions were adopted:

WHEREAS, the undersigned have reviewed the Action by Written Consent of Sole Incorporator attached as Exhibit "B," and approve of the same without modification,

NOW, THEREFORE, RESOLVED that the Action by Written Consent of Sole Incorporator attached as Exhibit "B" is hereby approved.

d. BYLAWS (EXHIBIT C)

The Board was presented a form of bylaws that was considered and discussed. On motion duly made by Sharna Whitehand, seconded by Sonya Sirrs, and carried by unanimous vote, the following resolutions were adopted:

WHEREAS, the Directors of this Corporation have not yet adopted any bylaws for the Corporation; and

WHEREAS, the Directors have reviewed the Bylaws attached as Exhibit "C," and approve the same without modification.

NOW, THEREFORE, RESOLVED that the Bylaws attached as Exhibit "C" are approved and adopted as the bylaws of this corporation.

RESOLVED FURTHER, that the Secretary of this Corporation is authorized and directed to execute a certificate of the adoption of those Bylaws and to insert those Bylaws as so certified in the book of minutes of this Corporation, and to see that a copy of the Bylaws similarly certified is kept at the principal office for the transaction of business of this Corporation.

e. CONFLICT OF INTEREST CODE (EXHIBIT D)

The Board was presented a Conflict of Interest Code that was considered and discussed. On motion duly made Sharna Whitehand, seconded by Dena Richwine, and carried by unanimous vote, the following resolutions were adopted:

WHEREAS, the Directors of this Corporation have not yet adopted any Conflict of Interest Code for the Corporation; and

WHEREAS, the Directors have reviewed the Conflict of Interest Code attached as Exhibit "D," and approve the same without modification.

NOW, THEREFORE, RESOLVED that the Directors approve and propose to adopt the Conflict of Interest Code attached as Exhibit "D" subject to the approval of the Fair Political Practices Commission.

f. ELECTION OF OFFICERS

The Board was presented with the names of persons to be elected Chairperson, President, Secretary, and Treasurer to the offices indicated before their names, to serve for one year or until their respective successors are duly elected and qualified, whichever occurs later. On motion duly made by Sharna Whitehand, seconded by Sonya Sirrs, and carried by unanimous vote, the following resolutions were adopted:

WHEREAS, the following individuals have been proposed as the initial officers of the Corporation, and the undersigned approve of their appointment to the office designated next to the name of each,

THEREFORE, BE IT RESOLVED that the following officers are elected to the offices designated next to their names:

Chairperson: Sharna Whitehand

President: Shawna Garritson

Treasurer: Sonya Sirrs

Secretary: Parke Godar

The officers elected accepted their respective offices and thereafter the Chairperson presided at the meeting as Chairperson, and the secretary acted as Secretary of the meeting.

g. ACCOUNTING YEAR

The Chairperson suggested that the Board next consider adoption of an accounting year, on motion duly made by Sharna Whitehand, seconded by Dena Richine, and carried by unanimous vote, the following resolution was adopted:

WHEREAS, the Corporation has not yet adopted an accounting year,

NOW, THEREFORE, RESOLVED, that this corporation adopt an accounting year as follows:

Date the accounting year begins: July 1st

Date accounting year ends: June 30th

h. PRINCIPAL OFFICE LOCATION

After discussion, and on motion duly made by Sharna Whitehand, seconded by Sonya Sirrs, and carried by unanimous vote the following resolution was adopted:

NOW, THEREFORE, RESOLVED, that the County of Monterey, California, is designated and fixed as a county in which the principal office for the transaction of the business of this Corporation shall be located, unless and until changed by resolution of this Board.

45750 Highway One
Big Sur, CA
93920

i. EXPENSES OF INCORPORATION

After discussion, and on motion duly made by Sharna Whitehand, seconded by Dena Richwine, and carried by unanimous vote the following resolution was adopted:

WHEREAS, the Directors determine it to be in the best interests of the Corporation to provide for the payment of the expenses of incorporation and organization of the Corporation:

NOW THEREFORE, RESOLVED, that the President or Chairperson of the Corporation be, and s/he hereby is, authorized and directed to pay the expenses of the incorporation and organization of the Corporation.

j. AUTHORIZATION TO FILE APPLICATIONS FOR TAX EXEMPTIONS

After discussion, and on motion duly made by Sharna Whitehand, seconded by Sonya Sirrs, and carried by unanimous vote the following resolution was adopted:

WHEREAS, the Directors desire to authorize the filing of applications for tax exemptions,

NOW THEREFORE, RESOLVED, that the President or Chairperson be, and s/he hereby is, authorized to take all necessary steps and to execute all necessary instruments to apply for federal and California tax exemptions as a charitable nonprofit organization.

k. AUTHORIZATION TO ENTER INTO CONTRACTS

After discussion, and on motion duly made by Sharna Whitehand, seconded by Dena Richwine, and carried by unanimous vote the following resolution was adopted:

WHEREAS, the Directors desire to enable the President or Chairperson to enter into contracts related to the establishment of charter schools and all vendor contracts necessary to implement the educational programs contained in the charter petitions.

NOW THEREFORE, RESOLVED, that the President or Chairperson of the Corporation be, and s/he hereby is, authorized to enter into the agreements relating to the establishment of charter schools, including but not limited to educational program contracts and business services contracts for the benefit of the Corporation.

l. AUTHORIZATION TO RETAIN COUNSEL

After discussion, and on motion duly made by Sharna Whitehand, seconded by Sonya Sirrs, and carried by unanimous vote the following resolution was adopted:

WHEREAS, the Directors desire that the Corporation retain Middleton, Young & Minney to advise it regarding the establishment and operations of California Charter Schools.

NOW, THEREFORE, RESOLVED, that the President or Chairperson be, and s/he hereby is, authorized and directed to execute an Agreement employing Attorneys with Middleton, Young & Minney.

m. ACCOUNTING METHOD

After discussion, and on motion duly made by Sharna Whitehand, seconded by Dena Richwine, and carried by unanimous vote the following resolution was adopted:

WHEREAS, the Directors desire to adopt the cash method of accounting:

NOW, THEREFORE, RESOLVED, that the Corporation shall utilize the cash method of accounting for all tax reporting requirements, unless otherwise required by law.

n. BANK ACCOUNT

After discussion, and on motion duly made by Sharna Whitehand, seconded by Sonya Sirrs, and carried by unanimous vote the following resolution was adopted:

WHEREAS, the Directors desire that the President or Chairperson should establish such bank accounts as s/he deems appropriate:

NOW, THEREFORE, RESOLVED, that the President or Chairperson be, and s/he hereby is, authorized to open such bank accounts as necessary for the Corporation, requiring one (1) signature for withdrawals, and with such signatories as he deems appropriate, and that any required resolution establishing the selected Bank as the depository is hereby adopted.

o. AUTHORIZATION TO HIRE EMPLOYEES

After discussion, and on motion duly made by Sharna Whitehand, seconded by Sonya Dena Richwine, and carried by unanimous vote the following resolution was adopted:

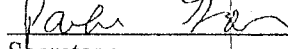
WHEREAS, the undersigned desire to hire employees to operate charter schools that are granted to BIG SUR CHARTER SCHOOL.

NOW, THEREFORE, RESOLVED that the President or Chairperson be, and s/he hereby is, authorized and directed to hire employees or to delegate the authority to hire employees.

* * *

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of the BIG SUR CHARTER SCHOOL, a California nonprofit public benefit corporation; that these minutes, consisting of six (6) pages are the minutes of the first meeting of the Board of Directors held on July 30, 2012

 7/20/12
Secretary

Meeting Adjourned at 5:37