

BY LAWS

OF

**JOHN W. REX CHARTER
ELEMENTARY SCHOOL, INC.
(Effective August 1, 2012)**

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BYLAWS

John W. Rex Charter Elementary School, Inc.

ARTICLE I

Name and Purpose

Section 1.1 Name. The name of this corporation is John W. Rex Charter Elementary School, Inc., an Oklahoma not-for-profit corporation (the "Corporation").

Section 1.2 Purposes. The Corporation was created to operate, manage, and control the John W. Rex Charter Elementary School (the "School") through its Board of Directors (the "Board" or "Directors"). The School is an Oklahoma charter school established pursuant to the Oklahoma Charter School Act, 70 O.S. §3-130 et. seq.

Section 1.3 Offices. The primary office of the School will be located at 500 West Sheridan Ave., Oklahoma City, OK, 73102. The School may also have offices at such other places as the School's Board may determine.

Section 1.4 Governing Law. The business of the School shall be conducted under and be compliant with applicable Federal and Oklahoma laws.

ARTICLE II

Exempt Tax Status

Section 2.1 Tax Exempt. In order to insure treatment of the Corporation as an exempt corporation under Section 501(a) of the Internal Revenue Code of 1986, as amended ("Code"), the Board of Directors of the Corporation shall (a) distribute the Corporation's income for each fiscal year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and (b) prohibit the Corporation from engaging in any acts of self-dealing, as defined in Section 4941(d) of the Code, from retaining excess business holdings, as defined in Section 4943(c), from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures, as defined in Section 4945(d) of the Code.

ARTICLE III

No Members

Section 3.1 No Members. The Corporation shall have no members apart from the Directors. The Board of the Corporation shall have the power to take any and all actions that would otherwise be vested in members under the Oklahoma General Corporation Act (18 Okla. Stat. § 1001, et seq.) and any other applicable laws and regulations.

ARTICLE IV

Board of Directors

Section 4.1 Directors. The oversight, management, and control of the property and affairs of the School shall be vested in the Board, who shall have the powers and authority vested to it by Federal and Oklahoma law. The Board may delegate authority to the Head of School as it may deem necessary, including the power to conduct, manage, and control the routine affairs and activities of the School; provided, however, that the affairs of the School are carried out under the Board's ultimate jurisdiction.

Section 4.2 No Members. The Corporation shall have no members apart from the Directors.

Section 4.3 Qualifications. Any natural person who supports the enumerated goals and mission of the School and complies with the policies of the Board shall be eligible to serve as a Director.

Section 4.4 Number of Directors. The Board will consist of fifteen (15) voting directors, referred to individually as "Director." The charter sponsor of the School may be entitled to designate two people to serve as non-voting Director(s). Directors occupying the Sponsor Seat(s) represent the Sponsor's interest in the School.

Section 4.5 Term. The terms of the Directors shall be three (3) years, except that the terms of the initial Directors will be as follows:

1. Six (6) of the Directors shall be appointed with initial two (2) year terms. These six (6) Directors shall consist of the following: two Directors occupying District Seats, two Directors occupying OKCQS Seats, one Director occupying an Independent Seat, and one Director occupying a Sponsor Seat.
2. Six (6) of the Directors shall be appointed with initial three (3) year terms. These six (6) Directors shall consist of the following: two Directors occupying District Seats, two Directors occupying OKCQS Seats, one Director occupying an Independent Seat, and one Director occupying a Sponsor Seat.

3. Five (5) of the Directors shall be appoint with initial four (4) year terms. These five Directors shall consist of the following: two Directors occupying District Seats, two Directors occupying OKCQS Seats, and one Director occupying an Independent Seat.

There will be no limitations on the number of terms that a Director may serve.

Section 4.6 Board Composition. The composition of the Board will be as follows: 1) six of the Directors will be selected and appointed by OKC Quality Schools (“OKCQS”), an Oklahoma not-for-profit corporation (the “OKCQS Seats”); and 2) six Directors will be selected and appointed by Oklahoma City Public School District (the “District Seats”). Those twelve (12) Directors will then select and appoint three (3) Directors (the “Independent Seats”). The charter sponsor of the School may select and appoint two (2) non-voting Director(s) (“Sponsor Seats”). Directors occupying Sponsor Seats shall represent Sponsor’s interest and recognize primary fiduciary duty is to Sponsor.

Section 4.7 Vacancies and Removal. When a vacancy occurs in one of the OKCQS Seats, OKCQS shall select and appoint a new Director to fill the vacancy. When a vacancy occurs in one of the District Seats, the District shall select and appoint a new Director to fill the vacancy. When a vacancy occurs in one of the Independent Seats, a majority vote by the twelve (12) Directors occupying the OKCQS and District Seats shall select and appoint a new Director. When a vacancy occurs in one of the Sponsor Seats, Sponsor shall select and appoint a new Director. Any Director may be removed by a two-thirds vote of the Board with cause. Reasons for removal include but are not limited to: (1) conduct inconsistent with the missions, goals, and/or policy of the School; and/or (2) failure to attend meetings of the Board and participate in activities of the Board.

Section 4.8 Resignation. A Director may resign by giving thirty (30) days prior written notice to the Chair of the Board.

Section 4.9 Voting. Except as may otherwise be provided herein, each voting Director shall be entitled to one (1) vote on all matters coming before the Board, unless the Director must recuse himself/herself. There shall not be voting by proxy by any Director. Action of the Board shall require a quorum of the Board and a majority vote by the voting Directors present; provided, however, action of the Board on matters pertaining or involving any non-public funds, to include, but not necessarily limited to, any donations, fundraising, or gifts for the benefit of the School shall require not only a majority of the Board, but shall also require an affirmative vote to expend such non-public funds by at least four (4) of the six (6) Directors in the OKCQS Seats.

Section 4.10 Compensation. Directors shall serve on the Board without compensation. However, the Board may approve reimbursement of a Directors actual and necessary expenses while conducting School business.

Section 4.11 Officers. The officers of the Board shall be annually elected, and shall consist of a President (the “Chair”), Co-Chair-President (“Co-Chair”), a Vice-Chair/Secretary, Assistant Secretary, and Treasurer.

- A. Chair. The Chair, if present, shall preside at Board meetings and establish the meeting agenda.
- B. Co-Chair. If the Chair is absent or unable to preside, the Co-Chair shall perform all of the Chair’s duties.
- C. Vice-Chair/Secretary. The Secretary shall a) keep or cause to be kept, at the School’s principal’s office, a book of minutes of all meetings of the Board and Board committees; b) keep or cause to be kept a copy of the School’s Bylaws with any amendments; c) give or cause to be given notice of the Board and committee meetings; and d) have such other powers and perform such other duties as the board may prescribe.
- D. Assistant Secretary. The Assistant Secretary shall assist the Secretary as necessary.
- E. Treasurer. The Treasurer shall a) keep or cause to be kept adequate and correct accounts of the School’s properties, receipts, and disbursements; b) make or cause to be made the books and accounts available for inspection as required by law; c) deposit or cause to be deposited the School’s funds and/or other valuables in the School’s name and to its credit; d) disburse or cause to be disbursed the School’s funds as the Board directs; e) render to the Board, a monthly account of the School’s financial transactions and financial condition; f) prepare any reports on financial issues, as may be required; and g) have such other powers and perform such other duties as the Board may prescribe.

Section 4.12 Indemnification. Except as otherwise may be provided by law, the Corporation shall indemnify any Director or officer, whether past or present, and any committee member, in any defense or in any prosecution of any proceeding, for all reasonable expenses incurred, to include, but not limited to, attorney fees, expert fees, and costs in a proceeding if the person is a party because he or she is or was a Director, or officer of the Corporation, and as provided for in the Certificate of Incorporation.

Section 4.13 Liability. To the fullest extent allowed by the laws of the State of Oklahoma, no Director of the Corporation shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, and as further provided for in the Certificate of Incorporation.

ARTICLE V

Board Meetings

Section 5.1 Regular Meetings. Regular meetings will be held once a month, unless otherwise established by Resolution of the Board.

Section 5.2 Special and Emergency Meetings. The Board may have special or emergency meetings as authorized by applicable law.

Section 5.3. Location. Board meetings will be held at the School's administration office, or at such places as the Board may designate from time to time.

Section 5.4 Notice. Notice of Board Meetings shall be in accordance with the Oklahoma Open Meetings Act.

Section 5.5 Quorum. A quorum consists of a majority of the voting Directors. A quorum must be present to vote for the Board to take any action.

Section 5.6 Conduct of Business. At any meeting of the Board at which a quorum of the voting Directors is present, business shall be transacted in such order and manner as the Board may from time to time determine, and all matters shall be determined by the vote of a majority of the voting Directors present, except as otherwise provided herein or required by law or by the Certificate of Incorporation.

Section 5.7 Powers. The Board shall be authorized to exercise such powers and do such acts and things as may be exercised or done by the Corporation to the full extent of the law in fulfillment of the purpose of the Corporation.

Section 5.8 Committees. The Board may establish one or more committees consisting of Directors and/or such other persons as may from time to time be appointed. The authority of a committee shall be to make recommendations for action to the Board within the scope of the committee's assigned task(s).

ARTICLE VI

Finance

Section 6.1 Fiscal Year. The fiscal year of the Corporation and School shall commence on July 1 of each year and end on June 30 of the following year.

Section 6.2 Contracts. All contracts must have Board approval; provided, however, the Board may authorize the Head of School with certain contractual authority, to include the negotiation and/or execution of any one or more contract(s) that does not exceed a sum total of ten thousand dollars (\$10,000.00) during any single fiscal year.

Section 6.3 Funds Deposit. All public funds of the School shall be deposited to the credit of the School under such conditions and in such banks or depositories as shall be designated by the Board. All non-public funds provided to the School shall be deposited in a separate account under such conditions and in such banks or depositories as shall be designated by the Board.

Section 6.4 Financial Reporting. A summary report of the financial operations of the School shall be made monthly to the Board.

Section 6.5 Books and Records. The Corporation shall keep correct and complete books and records of accounts and minutes of meetings of the Board. Said records shall be maintained and available for inspection as may be required by law.

ARTICLE VII

Miscellaneous

Section 7.1 Facsimile Signatures. Facsimile signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Board.

Section 7.2 Corporate Seal. The Board may provide a suitable seal, containing the name of the Corporation and the word "Oklahoma", which seal shall be placed in the custody of the Secretary. If and when so directed by the Board, duplicates of the seal may be kept and used by the Treasurer or by any other officer as approved by the Board.

Section 7.3 Reliance upon Books, Reports and Records. Each Director shall, in the performance of his/her duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation, including reports made to the Corporation by any of its officers, by an independent certified public accountant, by an appraiser selected with reasonable care, or by the Board.

Section 7.4 Notices. Whenever notice is required to be given to any Director, officer, or agent of the Corporation, such requirement shall not be construed to mean personal notice. Such notice may in every instance be effectively given by depositing a writing in a post office or letter box, addressed to such Director, officer, or agent at his or her address as the same appears on the books of the Corporation or by electronic transmission. The time when such notice is dispatched shall be the time of the giving of the notice.

Section 7.5 Electronic Transmission. As used herein, electronic transmission means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 7.6 Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purpose within the meaning of Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the Federal Government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Amendment of Bylaws

Section 8.1 Bylaws. These Bylaws may be reviewed as necessary, and any proposed amendment(s) shall be presented in writing to the Board, who may at its next regularly scheduled meeting take action to amend these Bylaws.

Section 8.2 Certificate. The undersigned does hereby certify that the foregoing Bylaws were duly and regularly adopted as such by the Board and that the above and foregoing Bylaws are in full force and effect.

**RESOLUTIONS OF
BOARD OF DIRECTORS OF
JOHN W. REX CHARTER ELEMENTARY SCHOOL, INC.**

Adoption of Fiscal Year

WHEREAS, it is appropriate and advisable for the Corporation to have a fiscal year; and

WHEREAS, the Bylaws permit the Board of Directors to fix the fiscal year of the Corporation:

RESOLVED, the fiscal year of the Corporation is the 12 month period ending annually on June 30, until the fiscal year is changed by the Board of Directors.

Authorization of Applications

WHEREAS, it is desirable that the officers of the Corporation be authorized to execute and submit on behalf of the Corporation applications for licenses, permits, identification numbers and account numbers, tax returns and other instruments as may be necessary to carry on the business of the Corporation:

RESOLVED, that the officers of this Corporation are, and each of the officers of the Corporation is, authorized to execute and submit from time to time on behalf of the Corporation such applications for licenses, permits, identification numbers and account numbers, tax returns and other instruments as may be necessary to carry on the business of the Corporation.

Authorization to Apply for Tax Exempt Status

WHEREAS, it is desirable for the Corporation to be recognized as a tax-exempt corporation by the Internal Revenue Service, pursuant to Section 501(c)(3), of the Internal Revenue Code of 1986, as amended; and

WHEREAS, it is desirable to authorize the officers of the Corporation to execute such documents as may be necessary to obtain the exemption from the Internal Revenue Service;

WHEREAS, the Internal Revenue Service has indicated that every corporation which applies for tax exempt status under Section 501(c)(3), of the Internal Revenue Code of 1986, as amended, needs to adopt a Conflicts of Interest Policy consistent with the provisions of the prototype policy of the IRS:

RESOLVED, the officers of this Corporation are, and each of the officers of the Corporation is, authorized to execute Form 1023, Application for Exemption Under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to file such application with the Internal Revenue Service.

FURTHER RESOLVED, the officers of this Corporation are, and each of the officers of the Corporation is, authorized to execute a Power of Attorney form whereby Roger A. Stong is authorized to act as attorney-in-fact to represent the Corporation before the Internal Revenue Service.

FURTHER RESOLVED, the Conflicts of Interest Policy in the form attached as Exhibit "A," which form is consistent with the provision of the prototype policy of the Internal Revenue Service, is adopted and approved.

FURTHER RESOLVED, the Nondiscriminatory Policy as to Students in the form attached as Exhibit "B" is adopted and approved.

Election of Officers

WHEREAS, it is necessary and desirable to elect officers of the Corporation to serve until their respective successors are elected and have qualified:

RESOLVED, the following persons are elected to the offices of the Corporation set forth opposite their respective names, to serve for such terms as are prescribed by the Bylaws or until their respective successors are elected and have qualified:

Name	Office
Kirk Humphreys	Chairman of the Board
Philip F. Horning	Co-Chairman of the Board
Robert J. Ross	Vice Chairman and Secretary
Bond Payne	Treasurer
Anne Collins	Assistant Secretary

Employment of Personnel

WHEREAS, it is appropriate and advisable for the Corporation to employ, from time to time, personnel:

RESOLVED, the officers of the Corporation are, and each of the officers of the Corporation is, authorized and directed to employ on behalf of the Corporation such persons as they, or any of them, deem appropriate or advisable on such terms and subject to such conditions as they, or any of them, deem appropriate or advisable.

Establishment of Bank Accounts

WHEREAS, it is appropriate and advisable for the Corporation to have, from time to time, one or more accounts with financial institutions:

RESOLVED, the Corporation may establish in its name a deposit account and such other accounts with such financial institutions as the officers of the Corporation, or any of them, may deem appropriate or advisable.

FURTHER RESOLVED, the Chair of the Board for the Corporation is to be an authorized signatory on such accounts and the Chair may designate other persons as signatories on such accounts to the extent the Chair believes such designation is appropriate or advisable.

FURTHER RESOLVED, the officers of the Corporation are, and each of the officers of the Corporation is, authorized and directed to execute and to deliver on behalf of the Corporation such documents as they, or any of them, may deem appropriate or advisable in connection with such accounts and, to the extent that the Board of Directors is required to adopt any particular resolutions in connection with any such account, such resolutions are deemed adopted hereby.

Establishment of Committees

WHEREAS, Article V of the Bylaws of the Corporation provides that the Board of Directors may establish one or more Committees to serve at the pleasure of the Board of Directors:

WHEREAS, it is desirable for the Board of Directors to designate an Executive Committee:

RESOLVED, the Board of Directors establishes an Executive Committee pursuant to Article V of the Bylaws:

FURTHER RESOLVED, the Board of Directors elects the following persons or positions to serve on the Executive Committee of the Board of Directors: (a) officers of the Corporation and (b) chairs of any Committee established by the Board of the Corporation; provided however, no executive committee meeting shall comprise a quorum of the Board. In the event that the attendance of all of the officers and all of the committee chairs would constitute a quorum of the board, the chair of the board, which shall also serve as the chair of the executive committee, shall determine which, if any, committee chairs(s) shall attend any particular executive committee meeting.

WHEREAS, it is desirable for the Board of Directors to establish an Education and Technology Committee:

RESOLVED, the Board of Directors establishes an Education and Technology Committee to make recommendations generally concerning: (a) curriculum and instruction; (b) assessment and accountability; (c) technology, and (d) special programs/initiations.

WHEREAS, it is desirable for the Board of Directors to establish a Finance Committee:

RESOLVED, the Board of Directors establishes a Finance Committee to make recommendations generally concerning: (a) budgets and business operations; (b) fundraising, donations, and grants; and (c) compensation, benefits, staffing, and compliance.

WHEREAS, it is desirable for the Board of Directors to establish a Community Outreach Committee:

RESOLVED, the Board of Directors establishes a Community Outreach Committee to make recommendations generally concerning: (a) community engagement; (b) marketing and public relations advisory, and (c) strategic partnerships.

WHEREAS, it is desirable for the Board of Directors to establish a Facilities and Operations Committee:

RESOLVED, the Board of Directors establishes a Facilities Operations Committee to make recommendations generally concerning: (a) building and construction; (b) MAPS and city relations; (c) grounds, landscape, play spaces; (d) food services; (e) maintenance and custodial services; and (f) security and safety.

WHEREAS, it is desirable for the Board of Directors to establish an Endowment and Development Committee:

RESOLVED, the Board of Directors establishes an Endowment and Development Committee to make recommendations generally concerning: (a) expenditures of non-public funds; (b) endowment campaign; and (c) school development campaign.

EXHIBIT "A"

CONFLICTS OF INTEREST POLICY

**JOHN W. REX CHARTER ELEMENTARY SCHOOL, INC.
CONFLICTS OF INTEREST POLICY**

**ARTICLE I
Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**ARTICLE II
Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,

- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining,
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

EXHIBIT "B"

**NONDISCRIMINATORY POLICY
AS TO STUDENTS**

John W. Rex Charter Elementary School, Inc. (the "School"), admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the School. It does not discriminate on the basis of race, color, national and ethnic original in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

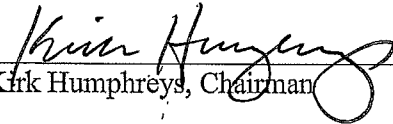
CERTIFICATE OF CHAIRMAN

I, the undersigned, do hereby certify:

1. I am the duly elected and acting Chairman of John W. Rex Charter Elementary School, Inc., an Oklahoma not for profit corporation;

16th 2. The foregoing Resolutions were duly adopted by the Board of Directors on May 2013.

IN WITNESS WHEREOF, I hereby subscribe my name this 20th day of June, 2013.


Kirk Humphreys, Chairman

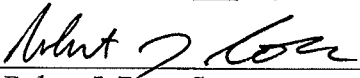
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. I am the duly elected and acting Secretary of John W. Rex Charter Elementary School, Inc., an Oklahoma not for profit corporation;

16th 2. The foregoing Resolutions were duly adopted by the Board of Directors on May 2013.

IN WITNESS WHEREOF, I hereby subscribe my name this 20th day of June, 2013.


Robert J. Ross, Secretary