

**RESOLUTIONS
OF THE BOARD OF DIRECTORS
OF
DSST PUBLIC SCHOOLS FOUNDATION**

Adopted effective the 21st day of February , 2018

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, as amended, the following actions were taken and approved by the Board of Directors (the “**Board**”) of DSST Public Schools Foundation (the “**Foundation**”) and ratified and approved by Denver School of Science and Technology, Inc. as the sole member of the Foundation (the “**Member**”):

WHEREAS: The Foundation was initially formed on June 15, 2011 exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States, and, more particularly, in order to support the educational and charitable mission of Denver School of Science and Technology, Inc., a Colorado nonprofit corporation and public charter school;

WHEREAS: The Foundation has not had significant operations since its formation; and

WHEREAS: The Board desires to take the actions set forth herein.

NOW, THEREFORE:

Adoption of Amended and Restated Articles of Incorporation

RESOLVED: That the Amended and Restated Articles of Incorporation, attached hereto as Exhibit A, be and hereby are ratified, approved and adopted as the Amended and Restated Articles of Incorporation of the Foundation (the “**Amended and Restated Articles**”) and are ordered inserted in the minute book, and that the filing of the Amended and Restated Articles with the office of the Colorado Secretary of State by or on behalf of the Foundation is hereby ratified and approved.

Adoption of Amended and Restated Bylaws

RESOLVED: That the Amended and Restated Bylaws of the Foundation, attached hereto as Exhibit B (“**Amended and Restated Bylaws**”), are hereby approved and adopted as the Bylaws of the Foundation and are ordered inserted in the minute book.

Election and Appointment of Directors

RESOLVED: That the following persons are hereby elected and appointed to serve as members of the Board, with Teresa Berryman, Dwight Jones, and Peter Fritzinger being appointed by the Member pursuant to the Amended and Restated Bylaws (the

Appointed Directors”) for the following terms and until the earlier of their death, resignation or removal and until their respective successors have been elected and qualified:

<u>Director Name</u>	<u>Term Ends</u>
Teresa Berryman	June 30, 2018
Martin Erzinger	June 30, 2018
Dan Wilkerson	June 30, 2019
Dwight Jones	June 30, 2019
Sandra Scanlon	June 30, 2020
Dan Wilson	June 30, 2020
Peter Fritzinger	June 30, 2020

Election of Officers

RESOLVED: That the following persons are hereby elected to serve as the officers of the Foundation in the capacities set forth opposite their respective names to hold office until the next annual meeting of the Board and until their successors are duly elected and qualified, or until their earlier resignation or removal:

<u>Officer Name</u>	<u>Position</u>
Peter Fritzinger	President
	Chair
	Vice-Chair
Nick Plantan	Secretary
Tony Eberspacher	Treasurer

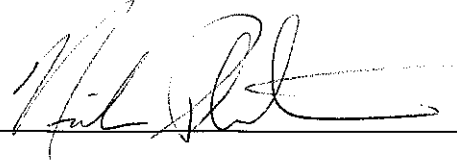
Ratification and Omnibus

RESOLVED: That the officers of the Foundation are each authorized in the name and on behalf of the Foundation to execute and deliver any and all additional documents, agreements, certificates and other instruments, and to take any and all other action as they, or any one of them, deem necessary or advisable in order to effectuate the transactions contemplated by the foregoing resolutions.

RESOLVED: That all past action by the directors, officers, employees, and agents of the Foundation in furtherance of the foregoing resolutions are hereby affirmed and ratified as the lawful acts of the Foundation.

[Signature Page Follows]

I hereby certify that these resolutions were adopted by the requisite affirmative vote at a duly noticed meeting of the Board of Directors of DSST Public Schools Foundation on February 21st, 2018.



Name: NICK PLANTAN

Title: Secretary

The Member of the Foundation hereby ratifies and approves the foregoing actions, including the adoption of the Amended and Restated Articles and the Amended and Restated Bylaws and the appointment of the Member Appointed Directors.

DENVER SCHOOL OF SCIENCE AND TECHNOLOGY, INC.



Name: SCOTT WALKER

Title: COO

EXHIBIT A

Amended and Restated Articles of Incorporation

(Attached).

EXHIBIT B

Amended and Restated Bylaws

(Attached).