

**WRITTEN CONSENT OF DIRECTORS IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS OF
INTERNATIONAL LEADERSHIP OF TEXAS – GLOBAL**

WHEREAS, Article IV of the Amended and Restated Certificate of Formation of International Leadership of Texas – Global (the “**Corporation**”), filed with the Secretary of State of Texas on October 8, 2014 (the “**Existing Certificate**”), and Section 3.01 of the Bylaws adopted by the Corporation’s Board of Directors on October 23, 2014 (the “**Global Bylaws**”), provide that International Leadership of Texas, Inc. (the “**Member**”) is the sole corporate member of Global;

WHEREAS, Section 3.03 of the Global Bylaws provides that the Member shall have the right to vote on any amendment to or restatement of the Corporation’s certificate of formation or its bylaws;

WHEREAS, the Board of Directors of the Member has determined that it is in the best interests of the Member to effect a corporate deconsolidation of the Member from the Corporation;

WHEREAS, the Restated Certificate of Formation of the Corporation (the “**Restated Certificate**”), attached hereto as Exhibit A, removes the Member as the sole member of the Corporation and makes other amendments and restatements to the Existing Certificate intended to further facilitate the effective governance of the Corporation;

WHEREAS, the Amended and Restated Bylaws of Global (the “**Restated Bylaws**”), attached hereto as Exhibit B, include amendments and restatements to the Global Bylaws to reflect the removal of the Member as the sole member of the Corporation, to better reflect the current governance practices of the Corporation and further facilitate the effective governance of the Corporation, and to conform the Global Bylaws to the current provisions of the Texas Business Organizations Code; and

WHEREAS, at a meeting of its Board of Directors held on May 19, 2021, the Member approved the Corporation’s filing of the Restated Certificate with the Texas Secretary of State, and the adoption by the Corporation of the Restated Bylaws, both with an effective date of July 1, 2021;

NOW, THEREFORE, pursuant to Section 22.220 of the Texas Business Organizations Code and the Bylaws of the Corporation, the undersigned, being the Directors of **International Leadership of Texas – Global**, a Texas nonprofit corporation (the “**Corporation**”), and in lieu of a meeting of the Board of Directors, the call of which is hereby expressly waived, do hereby consent to the adoption of the following resolutions:

I. RESTATED CERTIFICATE OF FORMATION

RESOLVED, that the form, terms, and provisions of the Restated Certificate of Formation of the Corporation (the “**Restated Certificate**”) attached hereto as Exhibit A are hereby in all respects approved, and the officers of the Corporation are hereby authorized and directed to take such actions as are necessary to cause the Restated Certificate to be filed with the Texas Secretary of State to be effective as of July 1, 2021.

II. BYLAWS

RESOLVED, that the Amended and Restated Bylaws attached hereto as Exhibit B are hereby adopted as the Bylaws of the Corporation to be effective as of July 1, 2021.

III. INCREASE IN NUMBER OF AND ELECTION OF DIRECTORS

RESOLVED, that the number of directors of the Corporation is hereby increased from three (3) to five (5) and [NEW DIRECTOR #1] and [NEW DIRECTOR #2] are hereby elected as directors of the Corporation for a three-year term commencing on July 1, 2021.

* * *

IN WITNESS WHEREOF, the undersigned being all of the members of the Board of Directors of the Corporation have executed this instrument in one or more counterparts, each of which shall constitute an original, on the date or dates set forth below.

Date

Edwin Flores, Director and President

Date

Curtis Donaldson, Director, Vice President and Secretary

Date

Edward G. Conger, Director