

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
PULLMAN COMMUNITY MONTESSORI**

The Board of Directors (“**Board**”) of Pullman Montessori, a Washington nonprofit corporation (the “**Corporation**”), hereby resolves as follows:

**1. Approval of Dissolution and Proposed Plan of Dissolution**

WHEREAS, the Board believes it to be in the Corporation’s and the community’s best interest to cease its operations, be dissolved, its affairs wound-up, and its remaining assets distributed and has voted to begin such process at its meeting on June 13, 2024.

WHEREAS, the Board has reviewed its assets and affairs and believes the Plan of Distribution attached as Exhibit A is the most efficient means to distribute and transfer its assets.

WHEREAS, the Board has compiled a list of the assets, attached as Exhibit B, that are expected to be distributed in accordance with the Plan of Distribution.

WHEREAS, the Board has hired Bill Kiolbasa at Joule Growth Partners as a special agent to assist with the dissolution of the Corporation and desires for him to exercise limited authority on the Corporation’s behalf as directed by the above listed Directors and officers, including the distribution of remaining assets and making payments to creditors.

RESOLVED, the Corporation shall cease its operations, be dissolved, and its affairs wound-up.

RESOLVED, the Board hereby approves the Plan of Distribution, as described in Exhibit A, in accordance with its Articles of Incorporation and for the Corporation’s remaining assets, if any, to be distributed.

RESOLVED, the officers of the Corporation are hereby authorized to prepare and file the Articles of Dissolution; file the appropriate filings with state and federal authorities; provide notification to the Corporation’s creditors; and provide notification and submission to government officials required by RCW 24.03A.908.

RESOLVED, Bill Kiolbasa shall perform consulting services for the Corporation for purposes of dissolution and shall be able to exercise limited authority on the Corporation’s behalf as directed by the above listed officers, including the distribution of remaining assets and making payments to creditors.

**2. General Authority**

RESOLVED FURTHER, that the Corporation’s officers are authorized and empowered, in the name and on behalf of the Corporation, to take any other action reasonably necessary to achieve the foregoing resolutions, including actions to execute, certify, file, and record such additional agreements, documents, and instruments as may be or become reasonably necessary or convenient to carry out and put into effect the purposes of the foregoing resolutions.

*[Certification Page to Follow]*

## CERTIFICATE

The undersigned hereby certifies they are the Secretary of PCM, a corporation organized and existing under the laws of the State of Washington, that the foregoing is a true and correct copy of the resolutions duly approved by the affirmative vote of the majority of the Directors on the Board of Directors at a meeting of the Board of Directors for PCM held on June 13, 2024, at which meeting a quorum was at all times present and acting and that the resolutions are in full force and effect.

Dated \_\_\_\_\_.

\_\_\_\_\_  
Beverly Wolff, Secretary

## **EXHIBIT A**

### **Pullman Community Montessori Plan of Distribution**

In accordance with its Articles of Incorporation, Pullman Community Montessori (the “**Corporation**”) plans to distribute all of its remaining net assets one or more organizations or entities exempt from taxation pursuant 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose.

**EXHIBIT B**  
**Inventory of Remaining Assets**

- Cash remaining in Corporation's bank accounts estimated to be \$0 after closing costs and settling with creditors.
- Estimated \$150,000 in fixed assets that will be in process of disbursement with the State of Washington.