



**RESOLUTION OF THE BOARD OF DIRECTORS OF
COMPASS CHARTER SCHOOLS**

Board Resolution 2018-08

Approving Agreement and Plan of Merger with Millennium Charter
High School

The Board of Directors (“Board”) of Compass Charter Schools (“Compass”) does hereby adopt the following resolution:

WHEREAS, Compass is a California nonprofit public benefit corporation that has been determined to be exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, whose charitable purposes include to create, manage, operate, guide, direct and promote one or more public charter schools and currently operates three public charter schools;

WHEREAS, Millennium Charter High School (“Millennium”) is a California nonprofit public benefit corporation that has been determined to be exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code, whose charitable purposes include to provide education in the arts technology and other related and necessary disciplines and currently operates a public charter school known as Millennium Charter High School (“School”) authorized by Monterey County Office of Education (“District”);

WHEREAS, Compass and Millennium have no members, as such term is defined in Section 5056 of the California Corporations Code;

WHEREAS, Compass and Millennium share similar public and charitable purposes and activities;

WHEREAS, the Board of Compass believes it is in the best interests of Compass to combine Compass with Millennium through statutory merger of Millennium into Compass because it will create a stronger, more effective and efficient organization and expand independent study opportunities;

WHEREAS, in connection therewith, there has been presented to this Board a form of Agreement and Plan of Merger (“Merger Agreement”) attached hereto as Exhibit A and incorporated by reference, which this Board has reviewed;

WHEREAS, pursuant to the California Corporations Code upon the effective date in the Merger Agreement, the separate corporate existence of Millennium shall cease and Compass shall continue as the surviving corporation;

WHEREAS, this Board now desires to approve and authorize the Merger Agreement.

NOW, THEREFORE, this Board does hereby find, resolve and order as follows:

Section 1. The foregoing recitals are true and correct.

Section 2. The Merger Agreement is hereby approved and this Board of Directors has reviewed and approved the Merger Agreement; and

Section 3. The Superintendent & Chief Executive Officer (“CEO”) and Secretary of Compass, or the duly delegated representatives of any of the foregoing (each an “Authorized Officer”), acting alone or together, are hereby authorized and directed to execute and deliver the Merger Agreement and Loan Documents, certify the foregoing resolutions and take or cause to be taken all such other actions as may be required to fulfill the purposes of the foregoing resolutions, including but not limited to executing all documents, certificates and instruments necessary in connection with the Merger Agreement or other documents or certificates as necessary in connection with the transactions contemplated hereby. All such actions and doings of said persons which are in conformity with the purposes and intent of this resolution are hereby in all respects ratified, approved and confirmed. This Board of Directors hereby delegates to the Authorized Officers, each acting alone or collectively on behalf of Compass, the authority to make the final determinations regarding or in connection with the Merger Agreement on behalf of Compass subject to the parameters set forth above.

Section 4. If any section, paragraph, clause or provision of this resolution shall for any reason be held invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining sections, paragraphs, clauses or provisions of this resolution.

Section 5. This resolution shall be in full force and effect immediately upon its adoption.

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IN WITNESS WHEREOF, the Board of Directors of Compass has adopted the above resolution at a regular Board meeting this 20th day of May, 2019.

By: _____
J.J. Lewis, Superintendent & CEO