

## BOARD MINUTES

Instructions received from the Arizona State Board of Charter Schools identified material that needed to be provided to complete a request to transfer the charter associated with the Montessori Charter School of Flagstaff (MCSF) from MCSF, Inc., an Arizona subchapter S corporation, to Flagstaff Montessori, L.L.C. (FM, L.L.C.) an Arizona Limited Liability Company.

This information was requested and is provided in four (4) areas. These four areas were identified as Board Minutes, Copy of Articles, Provide Information, and Additional Supporting Material. Much of the requested material was prepared by the attorney providing legal advice to FM, L.L.C. It has been reviewed by the current charter holder and the prospective charter holder and is presented with supporting attachments electronically in four files, as requested. The request appears first, followed by the response in each case.

### REQUEST:

1. Unless the governing body has the authority to approve the transfer of the charter contract, the charter holder board meeting minutes provided in the binder for the section titled "Transfer Minutes" of the 5 member governing body are not correct. A resolution or minutes of MONTESSORI CHARTER SCHOOL OF FLAGSTAFF, INC. (Jim and Marlane) assigning the charter to Flagstaff Montessori LLC is required.

### RESPONSE:

The resolution of the board of Montessori Charter School of Flagstaff, Inc. is attached. It is signed by both of the two directors of the subchapter S corporation, James and Marlane Spencer.

### REQUEST:

2. Resolution or minutes of a meeting of the Board of Directors of Flagstaff Montessori, LLC accepting the assignment of the contract.

### RESPONSE:

The resolution of the board of Flagstaff Montessori, L.L.C. is attached. It is signed by all five members of the Board of Directors which will also serve as the Governing Body of the charter school. Resolution #5 accepts the assignment of the contract/charter.

The resolution, prepared by an attorney, contains much of the material requested under one or more of the other three requested areas. For that reason it will be provided under the heading where those requests were made also.

REQUEST/COMMENT:

**Both sets of minutes or resolutions can include a statement that the assignment and acceptance are contingent upon the State Board for Charter Schools' approval of the transfer.**

RESPONSE

The resolution provided by the directors of MCSF, Inc. contains this contingency. The resolution provided by Flagstaff Montessori, L.L.C. does not since, in the absence of ASBCS approval, the FM, L.L.C. resolution will be moot.

MINUTES OF A MEETING OF  
THE CORPORATE BOARD OF MONTESSORI CHARTER SCHOOL OF  
FLAGSTAFF, INC.

January 20, 2014

The following resolution was unanimously agreed to by the two members of the board of Montessori Charter School of Flagstaff, Inc. at a meeting held on January 20, 2014 at 7:30 PM at 1000 E. Appalachian Road, Flagstaff, AZ 86004-1775.

1. The meeting was called to order by James E. Spencer (JS).
2. The members present were:

James E. Spencer, President (JS)    Marlane K. Spencer, Secretary (MS)

A resolution of the corporate board of Montessori Charter School of Flagstaff, Inc. to transfer the charter for the Montessori Charter School of Flagstaff from James and Marlane Spencer to Flagstaff Montessori, L.L.C. an entity solely owned by Eric Alexander.

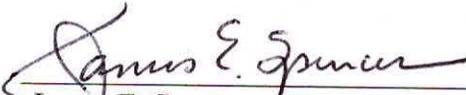
WHEREAS, the corporate board of Montessori Charter School of Flagstaff, Inc. (MCSF, Inc.), an Arizona Subchapter S corporation solely owned by James and Marlane Spencer, desires to transfer the charter of the Montessori Charter School of Flagstaff from MCSF, Inc. to Flagstaff Montessori, L.L.C. contingent upon the approval of said transfer by the Arizona State Board for Charter Schools; and

WHEREAS, the board of Flagstaff Montessori, L.L.C., desires to accept the assignment of the charter/contract, with that same contingency;

NOW, THEREFORE, the Board herby adopts the following Resolution:

RESOLVED: That the Board authorizes the transfer of the charter of the Montessori Charter School of Flagstaff from Montessori Charter School of Flagstaff, Inc. to Flagstaff Montessori, L.L.C. contingent on the approval of the transfer by the Arizona State Board for Charter Schools.

This resolution was adopted at a duly convened meeting of the Board held on January 20, 2014.

  
James E. Spencer, Corporate Board President

  
Marlane K. Spencer, Secretary of the Board

AZ. CORP. COMMISSION  
FOR THE STATE OF AZ.  
FILED

MAR 6 8 40 AM '95

APPR. *Christine Gans*  
DATE APR 31 FILED  
TERM \_\_\_\_\_  
DATE \_\_\_\_\_ TIME \_\_\_\_\_

0743980-7

ARTICLES OF INCORPORATION  
OF  
GLENMAR MONTESSORI CHARTER SCHOOL INC

ARTICLE I

NAME: The name of the corporation shall be GLENMAR MONTESSORI CHARTER SCHOOL INC.

ARTICLE II

PURPOSE: The purpose for which this corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE III

INITIAL BUSINESS: The corporation initially intends to operate a SCHOOL.

ARTICLE IV

AUTHORIZED CAPITAL: The corporation shall have the authority to issue one thousand (1,000) shares of common stock of no par value per share.

ARTICLE V

PRIVATE PROPERTY: The private property of the Stockholders, Directors, Officers, Employees and/or Agents of the Corporation shall be forever exempt from all corporate debts of any kind whatsoever.

ARTICLE VI

STATUTORY AGENT: The name and address of the initial Statutory Agent, a bona fide resident of Arizona for three years is:

JAMES E SPENCER  
1000 E APPALACHIAN ROAD  
FLAGSTAFF, AZ 86004

ARTICLE VII

BOARD OF DIRECTORS: The initial Board of Directors shall consist of two (2) Directors. (Only one director is required.) The person(s) who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

JAMES EVAN SPENCER      1000 E APPALACHIAN RD      FLAGSTAFF, AZ 86004

MARLANE SPENCER      1000 E APPALACHIAN RD      FLAGSTAFF, AZ 86004

The Directors are also the Incorporators.

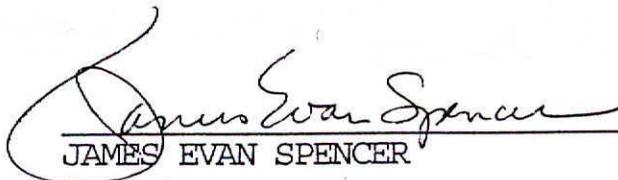
(All Incorporators must sign.)

  
\_\_\_\_\_  
JAMES EVAN SPENCER

  
\_\_\_\_\_  
MARLANE SPENCER

DATED THIS FIRST DAY OF MARCH, 1995.

I, JAMES EVAN SPENCER, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

  
\_\_\_\_\_  
JAMES EVAN SPENCER

AZ. CORP. COMMISSION  
FILED

DEC 29 1997

APPR. *Sonia Sues*  
TERM \_\_\_\_\_  
DATE 12/29/97

0743980-7

ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
GLENMAR MONTESSORI CHARTER SCHOOL, INC.

Pursuant to the provisions of Section 10-1001, et seq., Arizona Revised Statutes, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

I.

The name of the corporation is:

GLENMAR MONTESSORI CHARTER SCHOOL, INC.

II.

The document attached hereto as Exhibit "A" sets forth an Amendment to the Articles of Incorporation which was adopted by the stockholders and Board of Directors of the corporation on the 23rd day of December, 1997, in the manner prescribed by the Arizona Revised Statutes.

III.

The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.

IV.

The designation and number of outstanding shares of each voting group entitled to vote thereon as a class or series was as follows:

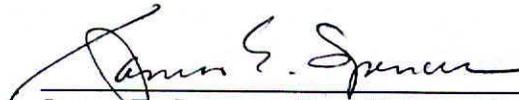
Voting Common - 1,000 shares

V.

The number of shares of each voting group entitled to vote thereon as a class or series voted for or against such amendment, respectively, was:

<u>Class or Series</u>	<u>Number of Shares For</u>	<u>Number of Shares Against</u>
Voting Common	1,000	-0-

DATED as of this 24<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
James E. Spencer, President

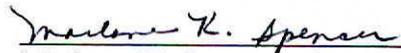
  
\_\_\_\_\_  
Marlane K. Spencer, Secretary

EXHIBIT "A"

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
GLENMAR MONTESSORI CHARTER SCHOOL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That at a special meeting of the Board of Directors and Stockholders of \* held on the 23rd day of December, 1997 at the offices of the corporation at which all of the Stockholders and Directors were present, all notices required by law having been expressly waived, the following resolution was adopted:

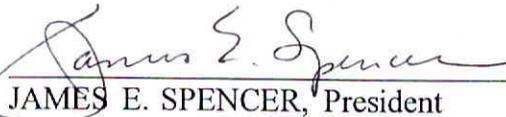
RESOLVED, that Article I of the Articles of Incorporation of this corporation is hereby amended as follows:

"ARTICLE I

NAME: The name of the corporation shall be  
MONTESSORI CHARTER SCHOOL OF FLAGSTAFF, INC."

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 24<sup>TH</sup>  
day of December, 1997.

By:

  
JAMES E. SPENCER, President

ATTEST:

By:

  
42903AMD MARLANE K. SPENCER, Secretary

**RESOLUTION  
OF  
FLAGSTAFF MONTESSORI, LLC,  
an Arizona limited liability company**

This Resolution of Flagstaff Montessori, LLC, an Arizona limited liability company ("Resolution") is legally binding as of the January 1, 2014 (the "Effective Date"), and made by the Members and Board of Directors of Flagstaff Montessori, LLC, an Arizona limited liability company (the "Company"), as provided by the Company Operating Agreement.

**Background**

- A. The undersigned are all of the Members and Directors of the Company.
- B. The Company was organized for the purpose of providing educational services.
- C. The Members and Board of Directors desire to operate a K – 8<sup>th</sup> grade Montessori charter school in the Flagstaff area consistent with the Company Operating Agreement.
- D. Pursuant to the Company Operating Agreement and Arizona law, the Company is required to comply with Arizona Revised Statutes § 15-183(E)(8).
- E. The Members desire to elect a Board of Directors to manage the Company and to act as the governing body of the school.

**Resolution**

It is hereby unanimously agreed that:

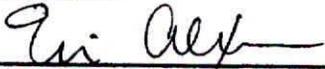
- 1. The Members of the Company unanimously voted to approve the following Directors as the initial Board of Directors of the Company:
  - a. Eric Alexander
  - b. James E. Spencer
  - c. Marlane K. Spencer
  - d. David Dickman
  - e. Anne Dickman
- 2. Pursuant to the Operating Agreement, the Board of Directors of the Company unanimously approves Eric Alexander as the President of the Board of Directors of the Company.
- 3. Pursuant to the Operating Agreement, the Board of Directors of the Company unanimously approves the following Directors to serve on the Executive Committee:
  - a. Eric Alexander, President of the Board of Directors
  - b. James E. Spencer
  - c. Marlane K. Spencer
- 4. The Company is authorized to purchase all of the assets of Montessori Charter School of Flagstaff, Inc., an Arizona corporation.
- 5. The Company is authorized to act as the charter holder and accept the assignment of charter.
- 6. The Board of Directors will ensure the management of current and prior student records, access to appropriate financial records from current and prior years, and ownership of assets and liabilities associated with the operation of the school.
- 7. The Board of Directors hereby adopts the Flagstaff Montessori, LLC, Board of Directors and Governing Board Policy.
- 8. The Company acknowledges that all historical compliance as well as academic and financial responsibilities are the obligation of the Company.
- 9. The Board of Directors authorizes Eric Alexander to serve as the charter representative, with power to bind the Company, execute all documents, purchase personal property, and take all steps necessary to operate the school and carry out the purpose of the Company as set forth in the Operating Agreement.
- 10. Eric Alexander, as charter representative and Board President, is indemnified for all actions taken in furtherance of the Company including, but not limited to, organizing, operating, and maintaining

in furtherance of the Company including, but not limited to, organizing, operating, and maintaining the Company.

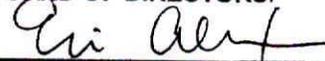
By signing below we certify that this resolution has neither been amended, modified nor rescinded and that it is still in full force and effect.

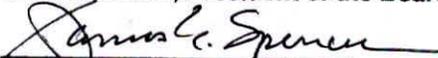
**IN WITNESS WHEREOF**, all of the Members signed this Resolution to be legally binding as of the Effective Date, regardless of the actual date of signing.

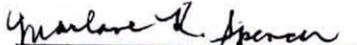
**MEMBERS:**

  
Eric Alexander

**BOARD OF DIRECTORS:**

  
Eric Alexander, President of the Board of Directors

  
James E. Spencer

  
Marlane K. Spencer

  
David Dickman

  
Anne Dickman