

ADDITIONAL SUPPORTING MATERIALS

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 Flagstaff Montessori, 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. FCC, affidavit, and background information for Eric Alexander and named charter representative.

RESPONSE:

The Fingerprint Clearance Card, the affidavit and background information for Eric Alexander, the charter representative, have been separately provided as instructed. The college transcript for Eric Alexander was delivered to the ASBCS earlier in an envelope in the binder provided and the university he attended has been requested to send a copy directly to the ASBCS in addition as one of the options provided for on the attached form.

REQUEST:

2. Transfer agreement that addresses 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 charter school. Remember that all historical compliance as well as academic and financial responsibilities will become the obligation of the charter holder.

RESPONSE:

A transfer agreement prepared by the current charter holders is attached. It addresses the management of current and prior student records, access to appropriate financial records for current and prior years, and ownership of assets and liabilities associated with the operation of the charter school. Paragraph 6 of the attached Board Resolution of Flagstaff Montessori, L.L.C. affirms its acceptance of the responsibility for historical compliance as well as academic and financial responsibilities of the charter school.

The Montessori Charter School of Flagstaff and its charter holders have managed and maintained all of the school's records in accordance with the General Records Retention Schedule for School Districts and Charter Schools Student Records, Schedule Number: 000-11-53 and have stored those records either at the school or, in the case of older records, off-site in a rented storage facility.

Historical financial records for the school are stored in the same off-site facility by Fiscal Year. Current year financial records are maintained electronically and automatically backed up on the current charter holders' desktop computer.

The ownership of (and access to) these records and all assets and liabilities associated with MCSF will be transferred to the new charter holder upon the approval by the Arizona State Board for Charter Schools of the transfer of the charter to Flagstaff Montessori, LLC; and Flagstaff Montessori, LLC has noted in section #6 of the RESOLUTION OF FLAGSTAFF MONTESSORI, LLC that it will continue to keep, maintain and make available as required all such records.

Agreed to on the 6th day of February, 2014 by:


James E. Spencer
MCSF Charter Holder


Marlane K. Spencer
MCSF Charter Holder

**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 – 8th 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:

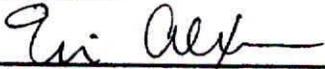
- 1. The Members of the Company unanimously voted to approve the following Directors as the initial Board of Directors of the Company:
 - a. Eric Alexander
 - b. James E. Spencer
 - c. Marlane K. Spencer
 - d. David Dickman
 - e. Anne Dickman
- 2. Pursuant to the Operating Agreement, the Board of Directors 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.

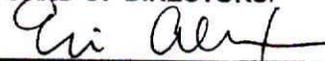
By signing below we certify that this resolution has neither been amended, modified nor rescinded and that it is still in full force and effect.

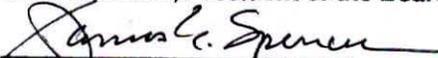
IN WITNESS WHEREOF, all of the Members signed this Resolution to be legally binding as of the Effective Date, regardless of the actual date of signing.

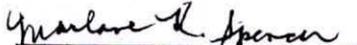
MEMBERS:


Eric Alexander

BOARD OF DIRECTORS:


Eric Alexander, President of the Board of Directors


James E. Spencer


Marlane K. Spencer


David Dickman


Anne Dickman