

RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS

OF

THE SANTA ROSA FRENCH-AMERICAN

CHARTER SCHOOL FOUNDATION

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

Pursuant to the First Amended and Restated Bylaws (the "Bylaws") of The Santa Rosa French-American Charter School Foundation, a California Nonprofit Public Benefit Corporation ("Corporation"), we, the undersigned, constituting the Board of Directors of said Corporation, hereby unanimously adopt the following resolutions on the 15th day of April, 2015:

WHEREAS, the Board of Directors deem it to be advisable and in the best interests of the Corporation to amend the Bylaws of the Corporation to expand the number of Directors as of June 1, 2015 from seven (7) Directors to nine (9) Directors;

WHEREAS, the two (2) additional Directors shall have terms of two (2) years commencing June 1, 2015;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws of the Corporation are hereby amended to provide that the authorized number of Directors of the Corporation shall be nine (9) as of June 1, 2015, with the two (2) additional Directors having terms of two (2) years commencing June 1, 2015;

RESOLVED FURTHER, that as of June 1, 2015, Sections 7.1.1 and 7.1.3 of the Bylaws shall be amended to read:

“7.1.1 Number.

The authorized number of directors of the Corporation (“Directors”) shall be nine (9).”

and,

“7.3.3 Terms; Election of Successors

Directors shall be elected at each annual meeting of the Board in May of each year for two (2) year terms commencing June 1st of each year. During each

annual meeting, four (4) or five (5), as applicable, of the Director positions shall be up for election. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected or until the election and qualification of a successor, whichever is later, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. A nominating committee ("Nominating Committee") of no less than three (3), who themselves shall not be Directors, shall be appointed by the Board at the regularly scheduled board meeting immediately prior to each annual meeting. The Nominating Committee shall make recommendations to the Board as to who, out of all qualified applicants, should be elected to fill any vacancies on the Board, as well as who should fill which office. However, the Board is not required to elect to the Board such recommendations, and may select other qualified candidates for such positions.

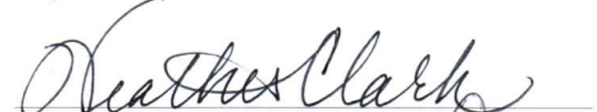
RESOLVED, FURTHER, that the Secretary be, and hereby is, authorized and directed to record such resolution into the Minute Book of this Corporation.

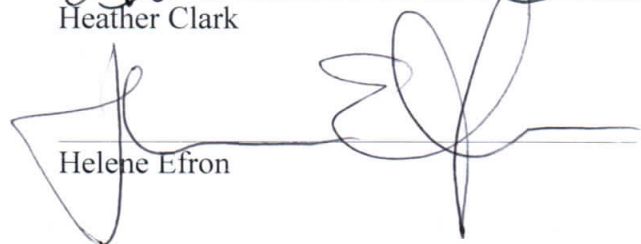
IN WITNESS WHEREOF, the Board of Directors has unanimously executed these resolutions.


Michelle Gervais

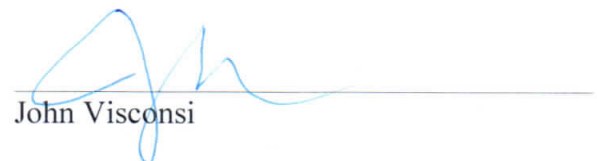

Jeff Gospe

Roy Miller


Heather Clark


Helene Efron

Brauley McNulty


John Visconsi

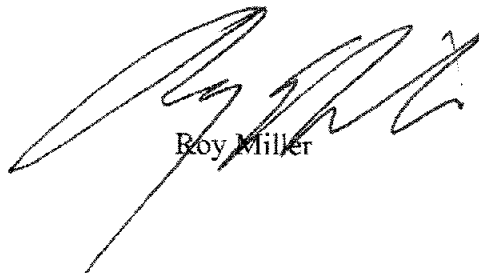
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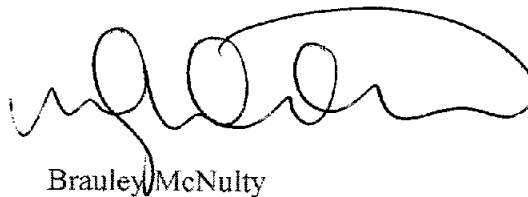
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