

**SECRETARY’S CERTIFICATE
NEW BEGINNINGS SCHOOL FOUNDATION**

The undersigned, being the Secretary of New Beginnings School Foundation, a Louisiana nonprofit corporation (the “Corporation”), does hereby certify that the Board of Directors, the members of which are also the only members of the Corporation, adopted the following resolutions by a unanimous vote of the members present at a meeting duly called and held on June 4, 2020:

WHEREAS, the Corporation will turn in its remaining charters effective June 30, 2020 and at that time its activities will not be sufficient to continue operating the Corporation, and therefore the Board finds it necessary to dissolve the Corporation and proceed to winding up the affairs of the Corporation in accordance with the Nonprofit Corporation Law of Louisiana;

NOW, THEREFORE, BE IT RESOLVED, that upon the relinquishment of its charter, the Corporation shall be dissolved, and that Raphael Gang (the “Liquidator”) be and is hereby appointed as liquidator and is authorized, empowered and directed without limitation to proceed, with the assistance of counsel, Adams and Reese LLP, to winding up the affairs of the Corporation in accordance with the Nonprofit Corporation Law, La. R.S. 12:201, et. seq., and do the following for and on behalf of and in the name of the Corporation;

BE IT FURTHER RESOLVED, that the Liquidator is hereby authorized to do such acts and take such steps and execute such documents as it may deem necessary to dissolve and liquidate the Corporation under court supervision, including, without limitation, filing a petition with the court praying that the Corporation be liquidated and dissolved under the supervision of the court, praying that the court appoint Raphael Gang as liquidator without bond and praying that the Liquidator be vested with full authority to perform all acts enumerated in La. R.S. 12:253(C);

BE IT FURTHER RESOLVED, that all acts and deeds of Raphael Gang, President of the Board of the Corporation, and Kevin George, Chief Executive Officer, heretofore performed on behalf of the Corporation in entering into, executing, performing, carrying out, or otherwise pertaining to the dissolution and winding up of the Corporation’s affairs authorized by these resolutions, including but not limited to the payment of creditors and employees, are hereby ratified, approved, confirmed, and declared binding upon the Corporation;

BE IT FURTHER RESOLVED, that the Liquidator is hereby authorized to do such further acts and things and execute any and all documents and instruments, both original and amendatory, of every kind and character on behalf of the Corporation, all upon such terms and conditions as the Liquidator may in its sole discretion consider appropriate, from time to time to carry out the purpose of these Resolutions, all such acts by the Liquidator being hereby ratified and confirmed as the acts of the Corporation;

BE IT FURTHER RESOLVED, that to the extent permitted by applicable law and order of the court supervising liquidation, any net assets be distributed exclusively for charitable, educational or scientific purposes, which shall at the time dissolution qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, in accordance with Article 10 of the Articles of Incorporation of the Corporation;

BE IT FURTHER RESOLVED, that the Liquidator is hereby authorized to do such further acts and things and execute any and all documents and instruments, both original and amendatory, of every kind and character on behalf of the Corporation, all upon such terms and conditions as the said Liquidator may in its sole discretion consider appropriate, from time to time to carry out the purpose of these Resolutions, all such acts by the Liquidator being hereby ratified and confirmed as the acts of the Corporation.

Secretary