

**SECRETARY'S CERTIFICATE
NEW BEGINNINGS SCHOOLS 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;

WHEREAS, the Corporation has adopted resolutions to initiate dissolution proceedings and to appoint Raphael Gang as liquidator and the Corporation desires to enter into a contract with Raphael Gang for the purposes of providing the terms of Raphael Gang's service as liquidator in accordance with the terms of said agreement attached as Exhibit A to this resolution; and

WHEREAS, the Corporation desires to retain Adams and Reese LLP as counsel to provide legal advice to the Corporation and the liquidator throughout the dissolution process in accordance with the terms of said agreement attached as Exhibit B to this resolution; and

WHEREAS, the Corporation desires to retain Carr, Riggs & Ingram CPAs and Advisors to perform closing audit and tax returns for the Corporation in accordance with the terms of said agreement attached as Exhibit C to this resolution; and

WHEREAS, the Corporation desires to retain EdOps to provide continued accounting services, including completion of the Annual Financial Report in accordance with the terms of said agreement attached as Exhibit D to this resolution;

WHEREAS, the Corporation desires to retain Joey Comeaux to provide continued document management services for the Corporation, including providing school records to requesting parties as needed in accordance with the terms of said agreement attached as Exhibit E to this resolution, and;

WHEREAS, the Corporation desires to continue the retention of Transcendent Legal to provide legal assistance in relation to pending and potential litigation.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of that certain Agreement by and between the Corporation and Raphael Gang as liquidator, attached hereto as Exhibit A (the "Agreement"), be and the same hereby are approved and that Ms. Briana Spruille, as Secretary of the board of directors of the Corporation, is hereby authorized and directed on behalf of the Corporation, to execute the Agreement, such changes therein as he/she executing the same shall approve, his/her execution thereof to constitute conclusive evidence of such approval;

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the engagement by and between the Corporation and Adams and Reese LLP, Carr, Riggs & Ingram, EdOps, Joey Comeaux and Transcendent Legal is hereby approved, and that Raphael Gang, as chair of the board of directors of the Corporation, is hereby authorized and directed on behalf of the Corporation, to enter into the agreements attached to this resolution for such services, his execution thereof to constitute conclusive evidence of such approval.

Secretary (Ms. Briana Spruille)