

**MINUTES OF THE FIRST MEETING OF
THE BOARD OF DIRECTORS OF
ROCKETSHIP THREE ELEMENTARY SCHOOL
(A California Non-Profit Public Benefit Corporation)**

1. CALL TO ORDER

The directors named by the incorporator of the corporation named above, constituting the Board of Directors of this corporation, held their first meeting at the time, on the day, and at the place set forth as follows:

Time: 2:00pm

Date: July 9, 2009

Place: Rocketship Mateo Sheedy Elementary School

2. DIRECTORS PRESENT

The following directors, constituting a quorum of the Board, were present at the meeting:

Present: Blanc Dominguez, Anna Tello, Veronica Martinez

Absent: None

3. AGENDA

The agenda was approved as presented.

4. ELECTION OF OFFICERS

The Board was presented with the names of persons to be elected President and Secretary to the offices indicated before their names, to serve for one (1) year or until their respective successors are duly elected and qualified, whichever occurs later. On motion duly made, seconded, and carried, the following resolutions were adopted:

WHEREAS, the following individuals have been proposed as the initial officers of the Corporation, and the undersigned approve of their appointment to the office designated next to the name of each,

THEREFORE, BE IT RESOLVED that the following officers are elected to the offices designated next to their names:

President: Blanca Dominguez

Treasurer: Veronica Martinez

Secretary: Anna Tello

The officers elected accepted their respective offices and thereafter the President presided at the meeting as Chairman, and the secretary acted as Secretary of the meeting.

5. ARTICLES OF INCORPORATION

The President informed the Board that the original Articles of Incorporation of the Corporation had been filed in the office of the California Secretary of State on March 6, 2009, and that they named Paul C. Minney as initial agent for service of process.

The President presented to the meeting a certified copy of the Articles of Incorporation and Certificate of Amendment of Articles of Incorporation, showing filing as stated. The Secretary was directed to insert the copies in the book of the minutes of the Corporation and was also directed to keep a copy at the principal office for the transaction of business of the Corporation. On motion duly made, seconded, and carried, it was resolved that Paul C. Minney be confirmed as the Corporation's agent for service of process. On motion duly made, seconded, and carried, the following resolutions were adopted:

WHEREAS, the undersigned have reviewed the Articles of Incorporation attached as Exhibit "A," and the Certificate of Amendment of Articles of Incorporation attached as Exhibit "B", approve of the same without modification,

NOW, THEREFORE, RESOLVED that the Articles of Incorporation attached as Exhibit "A" and the Certificate of Amendment of Articles of Incorporation attached as Exhibit "B" are hereby approved and adopted.

6. BYLAWS

The Board was presented a form of bylaws that was considered and discussed. On motion duly made, seconded, and carried, the following resolutions were adopted:

WHEREAS, the Directors of this Corporation have not yet adopted any bylaws for the Corporation; and

WHEREAS, the Directors have reviewed the Bylaws attached as Exhibit "C," and approve the same without modification.

NOW, THEREFORE, RESOLVED that the Bylaws attached as Exhibit "C" are approved and adopted as the bylaws of this corporation.

RESOLVED FURTHER, that the Secretary of this Corporation is authorized and directed to execute a certificate of the adoption of those Bylaws and to insert those Bylaws as so certified

in the book of minutes of this Corporation, and to see that a copy of the Bylaws similarly certified is kept at the principal office for the transaction of business of this Corporation.

7. ACCOUNTING YEAR

The Chairman suggested that the Board next consider adoption of an accounting year, on motion duly made, seconded, and carried, the following resolution was adopted:

WHEREAS, the Corporation has not yet adopted an accounting year,

NOW, THEREFORE, RESOLVED, that this corporation adopt an accounting year as follows:

Date the accounting year begins: July 1st

Date accounting year ends: June 30th

8. PRINCIPAL OFFICE LOCATION

After discussion, and on motion duly made and seconded, the following resolution was adopted:

NOW, THEREFORE, RESOLVED, that the County of Santa Clara California, is designated and fixed as a county in which the principal office for the transaction of the business of this Corporation shall be located, unless and until changed by resolution of this Board.

9. EXPENSES OF INCORPORATION

WHEREAS, the undersigned determine it to be in the best interests of the Corporation to provide for the payment of the expenses of incorporation and organization of the Corporation:

NOW THEREFORE, RESOLVED, that the President of the Corporation be, and he hereby is, authorized and directed to pay the expenses of the incorporation and organization of the Corporation.

10. AUTHORIZATION TO FILE APPLICATIONS FOR TAX EXEMPTIONS

WHEREAS, the undersigned desire to authorize the filing of applications for tax exemptions,

NOW THEREFORE, RESOLVED, that the President be, and he hereby is, authorized to take all necessary steps and to execute all necessary instruments to apply for federal and California tax exemptions as a charitable nonprofit organization.
