

March 16, 2023

To Whom It May Concern,

Attached is an amendment to change the eligible entity which holds each Arkansas charter granted to the Texas-based Responsive Education Solutions to ResponsiveEd Arkansas. The purpose of this reassignment is to establish a distinct non-profit 501(c)(3) entity focused on the priorities and requirements of Arkansas public charter schools.

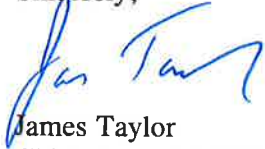
The standard DESE Charter Amendment Request Form does not accommodate this specific scenario. As such, our requested amendment is included as an attachment.

This request applies to the following charters:

- Founders Classical Academies of Arkansas
- Premier High Schools of Arkansas
- Premier High School Springdale
- Premier High School North Little Rock

Please find our application packet attached for your review.

Sincerely,



James Taylor

Chief Financial Officer, Responsive Education Solutions

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Charter Amendment Request Form



Charter Amendment Request Instructions

The Charter Amendment Request Form, with any additional documentation pertaining to the amendment request, must be received, via email at ade.charterschools@arkansas.gov, at the Arkansas Department of Education at least 35 days prior to the meeting of the Charter Authoring Panel.

Documentation to be Included with ALL Amendment Requests

- Budget projections that include the costs associated with the amendment request and demonstrate that the approval of the request will not place an undue financial burden on the charter
- Current year to date enrollment by race and grade
- Current year to date free and reduced lunch

Additional documentation for requests to add a campus or relocate an existing campus

- Map of present location
- Map of proposed location
- Signed Facilities Utilization Agreement
- Desegregation Analysis

Additional documentation

- Budget projections that include the costs associated with the amendment request and demonstrate that the approval of the request will not place an undue financial burden on the charter
- Current year to date enrollment by race and grade
- Current year to date free and reduced lunch

Documentation to be Included with ALL Amendment Requests

- Budget projections that include the costs associated with the amendment request and demonstrate that the approval of the request will not place an undue financial burden on the charter
- Current year to date enrollment by race and grade
- Current year to date free and reduced lunch



Charter Amendment Request From

The Charter Amendment Request Form and all required documentation must be received via email (ade.charterschools@arkansas.gov) at the Arkansas Department of Education at least 35 days prior to the Charter Authorizing Panel meeting.

	Founders Classical Academies of Arkansas	0442700
	Premier High Schools of Arkansas	6053700
		7242700
Charter Name:	PHS Springdale & PHS North Little Rock	LEA: 6062700

Superintendent or Director: _____

Email: _____ **Phone:** _____

*** Please review attached amendment documentation ***

Type of Amendment(s) Requested

Add a New Campus (Must also submit the Facilities Utilization Agreement)

Address: _____

School District: _____

Relocate Existing Campus (Must also submit the Facilities Utilization Agreement)

Campus Name: _____

Current Address: _____

Proposed Address: _____

School District: _____

Increase Enrollment Cap

Current Cap: _____

Proposed Cap: _____

Change Grade Levels Served

Current Grade Levels Served: _____

Proposed Grade Levels Served: _____

Waiver(s)

Statute/Standard/Rule to be Waived: _____

Rationale for Waiver:

Statute/Standard/Rule to be Waived: _____

Rationale for Waiver:

Statute/Standard/Rule to be Waived: _____

Rationale for Waiver:

Statute/Standard/Rule to be Waived: _____

Rationale for Waiver:

Facilities Utilization Agreement

To be completed and submitted with an amendment request to add a new campus or relocate an existing campus

Lessor (Owner): _____

Lessee (Tenant): _____

Information regarding affiliation, family ties or other relationships between the Lessor and Lessee:

Address of Premises: _____

Describe the present use of the facility: _____

Square Footage: _____ Rental Amount: _____

Terms of Lease: _____

Contingency: The terms of this agreement are contingent upon _____
Charter School receiving approval by the Authorizer to operate an open-enrollment public charter school at the premises identified.

No indebtedness of any kind incurred or created by the open-enrollment public charter school shall constitute an indebtedness of the State of Arkansas or its political subdivisions and no indebtedness of the open-enrollment public charter school shall involve or be secured by the faith, credit or taxing power for the state or its political subdivisions. An open-enrollment public charter school shall not incur any debt, including lease, without the prior review and approval of the Commissioner of Education.

We affirm that the facility is, or will be prior to charter occupancy, compliant with ADE/IDEA accessibility regulations and will remain so while the charter occupies the location.

Lessee: _____

By: _____ Date: _____
Signature

Lessor: _____

By: _____ Date: _____
Signature

Charter Amendment Request

Reassignment of Arkansas Charters Holder

The purpose of this charter amendment request is to obtain approval from the Arkansas Division of Elementary and Secondary Education to change the eligible entity which holds each Arkansas charter granted to the Texas-based Responsive Education Solutions to ResponsiveEd Arkansas, a 501(c)(3) tax exempt nonprofit organization dedicated solely to the operation of the Arkansas charter schools. This realignment will facilitate the ability for ResponsiveEd Arkansas to better align the purposes of the nonprofit corporation with the success of the Arkansas schools and students, and to serve more students in the state.

This realignment of the Arkansas charter schools to a dedicated nonprofit organization focused solely on Arkansas is part of a broader restructuring of the ResponsiveEd organization family of schools in order to better facilitate expansion in Arkansas and nationally and to bring diverse support and greater efficiencies of scale to our overall structure. As part of this plan, ResponsiveEd has established a national 501(c)(3) organization of which ResponsiveEd Arkansas will be affiliated.

This reorganization will allow ResponsiveEd to segregate its various educational and charter school exempt activities into separate organizations, thereby insulating these activities, assets, and associated liabilities and risks. This separation will further protect the interests of Arkansas students and secure ResponsiveEd Arkansas operations.

Charters Affected by this Amendment

Founders Classical Academies of Arkansas
Premier High Schools of Arkansas
Premier High School of North Little Rock
Premier High School of Springdale

School Operations; Educational Program and Curriculum

The educational program, curriculum, and all other aspects of student learning and achievement, as submitted in the original charter application and subsequent amendments will not change. Similarly the school operations, as described in the charter application and subsequent amendments will not change. The quality of charter schools provided by ResponsiveEd Arkansas will remain the same.

Student records and accountability would transfer with the charters to ResponsiveEd Arkansas. We would expect and request that the LEA numbers remain the same as well.

Board of Directors Composition, School Personnel

The composition of the Charter Board of Directors will remain the same. ResponsiveEd Arkansas will employ the Arkansas superintendent, school administrators, teachers and other school-level personnel for the Arkansas charter schools. Personnel that provide exclusive Arkansas services and support will be employed by ResponsiveEd Arkansas.

Charter Management Organization

The Arkansas charter schools will continue to utilize the charter management services provided by Blue Learning, the charter management organization for ResponsiveEd and its family of schools, under the same terms as previously established by ResponsiveEd. In accordance with the authority granted in each of the

charter agreements with the Arkansas Division of Elementary and Secondary Education,, ResponsiveEd Arkansas will contract with Blue Learning, for the provision of those management services to the Arkansas charter schools. A copy of the management services agreement is submitted with this Amendment for approval by the Arkansas Division of Elementary and Secondary Education, including a redline version of the agreement that shows that (i) the references to the Texas entity and Texas law have been changed, and the agreement is effective as as of July 1, 2023.

Governance Documents

Included with this Charter Amendment Request(s) are the following documents:

1. Restated Articles of Incorporation for ResponsiveEd Arkansas
2. Amended and Restated Bylaws for ResponsiveEd Arkansas

Other Information/Documentation for the Charter Amendment Request(s)

Included with this Charter Amendment Request is the following required documentation and information:

1. Budget projections by charter that include the costs associated with the amendment request and demonstrate that the approval of the request will not place an undue financial burden on the charter
2. Current year to date enrollment by race and grade by charter
3. Current year to date free and reduced lunch by charter

Budget Projections

**RESPONSIVEED ARKANSAS SCHOOLS SY2023 PROJECTION
ACTUAL THROUGH JANUARY 31, 2023, PROJECTED THROUGH JUNE 30, 2023**

ADM 342 113 82 1,550 2,087

NOTE: SFFA is \$7,413 per student per year

		PREMIER HIGH SCHOOLS	PREMIER N LITTLE ROCK	PREMIER SPRINGDALE	FOUNDERS CLASSICAL ACADEMIES	TOTALS
REVENUE						
10000	LOCAL REVENUE	\$123,008	15,744	\$0	\$184,943	\$323,695
30000	STATE REVENUE	1,921,007	1,045,752	441,148	11,495,616	\$14,903,523
30000	TEACHER SALARY EQUALIZATION	47,938	26,098	11,009	286,884	\$371,929
31450	STUDENT GROWTH	-	54,671	132,155	-	\$186,826
32914	FACILITIES FUNDING REVENUE	143,668	77,088	31,233	844,265	\$1,096,254
40000	FEDERAL CNP REVENUE	194,563	17,312	18,810	163,249	393,934
TOTAL REVENUE		\$2,430,184	\$1,236,665	\$634,354	\$13,445,874	\$17,747,077
EXPENSES						
61000	SALARY	\$797,634	\$287,137	\$225,996	\$5,886,836	\$7,197,603
62000	BENEFITS	210,397	76,327	\$59,469	\$1,540,224	1,886,417
63000	PURCHASED PROFESSIONAL SERVICES	826,883	210,549	\$73,934	\$1,493,037	2,604,403
64000	PURCHASED PROPERTY SERVICES	182,723	271,333	\$142,967	\$2,914,273	3,511,296
65000	OTHER PURCHASED SERVICES	134,322	141,663	\$48,033	\$407,032	731,050
66000	SUPPLIES AND MATERIALS	215,068	44,067	\$44,546	\$1,029,322	1,333,003
67000	FURNITURE, FIXTURES, EQUIPMENT	6,572	6,054	-	\$39,584	52,210
68000	OTHER EXPENSES	7,503	7,316	\$4,391	\$14,585	33,795
TOTAL EXPENSES		\$2,381,102	\$1,044,446	\$599,334	\$13,324,892	\$17,349,774
NET SURPLUS (DEFICIT)		\$49,083	\$192,219	\$35,020	\$120,982	\$397,304

RESPONSIVED ARKANSAS SCHOOLS SY2024 PROJECTION

ADM 395 110 83 1,540 2,128
NOTE: SFFA is \$7,413 per student per year

		PREMIER HIGH SCHOOLS	PREMIER N LITTLE ROCK	PREMIER SPRINGDALE	FOUNDERS CLASSICAL ACADEMIES	TOTALS
REVENUE						
10000	LOCAL REVENUE	\$130,500	\$25,000	\$1,000	\$195,000	\$351,500
10000	BLUE LEARNING REIMBURSEMENT	-	-	-	480,000	\$480,000
30000	STATE REVENUE	2,928,135	815,430	615,279	11,416,020	\$15,774,864
30000	TEACHER SALARY EQUALIZATION	73,075	20,350	15,355	284,900	\$393,680
32914	FACILITIES FUNDING REVENUE	197,500	55,000	41,500	770,000	\$1,064,000
40000	FEDERAL CNP REVENUE	190,000	18,000	18,000	166,000	\$392,000
	TOTAL REVENUE	\$3,519,210	\$933,780	\$691,133	\$13,446,583	\$18,590,706
EXPENSES						
61000	SALARY	\$897,634	\$300,000	\$270,996	\$6,036,836	\$7,505,466
62000	BENEFITS	251,338	84,000	75,879	1,690,314	\$2,101,530
63000	PURCHASED PROFESSIONAL SERVICES	1,527,040	137,315	99,792	1,302,797	\$3,066,944
64000	PURCHASED PROPERTY SERVICES	250,000	195,000	142,967	3,024,273	\$3,612,240
65000	OTHER PURCHASED SERVICES	160,000	141,663	40,000	400,000	\$741,663
66000	SUPPLIES AND MATERIALS	300,000	50,000	35,000	900,000	\$1,285,000
67000	FURNITURE, FIXTURES, EQUIPMENT	20,000	5,000	2,500	15,000	\$42,500
68000	OTHER EXPENSES	20,000	7,500	7,500	15,000	\$50,000
	TOTAL EXPENSES	\$3,426,012	\$920,478	\$674,632	\$13,384,219	\$18,405,340
	NET SURPLUS (DEFICIT)	\$93,198	\$13,303	\$16,502	\$62,363	\$185,366

*2024 Projections are based on third period SY2023 ADM and are not indicative of final student counts.

Student Demographic Information

Founders Classical Academies of Arkansas

Enrollment by Grade:	Rogers	Bentonville	West Little Rock	Virtual	TOTAL
KG	74	135	13		222
1	81	102	10		193
2	69	117	3		189
3	69	102	11		182
4	75	83	5	2	165
5	75	55	5	3	138
6	73	50	14	1	138
7	69		14	11	94
8	45		10	7	62
9	36		14	7	57
10	38		7	3	48
11	18		15	4	37
12	17		9	2	28
Total	739	644	130	40	1,553

Enrollment by Race	Rogers	Bentonville	West Little Rock	Virtual	TOTAL
Asian	178	359	2	2	541
Black	14	23	51	6	94
Hawaii/Pacific Islander	0	2	0	1	3
Hispanic/Latino	73	35	15	1	124
Native American/Alaskan Native	4	8	0	1	13
Two or More Races	21	25	9	3	58
White	449	192	53	26	720
Total	739	644	130	40	1,553

Meal Status	Rogers	Bentonville	West Little Rock	Virtual	TOTAL
01 - Free	34	24	11	1	70
02 - Reduced	5	28	6	0	39
03 - Paid	691	581	91	38	1,401
04 - Direct Cert	9	11	22	1	43
Total	739	644	130	40	1,553

Premier High Schools of Arkansas

Enrollment by Grade	Little Rock	Fort Smith	Texarkana	Virtual	TOTAL
9	14	23	17	49	103
10	19	19	19	58	115
11	19	20	14	62	115
12	4	13	3	32	52
Total	56	75	53	201	385

Enrollment by Race	Little Rock	Fort Smith	Texarkana	Virtual	TOTAL
Asian	0	2	0	2	4
Black	54	11	21	104	190
Hawaii/Pacific Islander	0	0	0	0	0
Hispanic/Latino	1	17	3	10	31
Native American/Alaskan Native	0	0	0	2	2
Two or More Races	1	7	0	8	16
White	0	38	29	75	142
Total	56	75	53	201	385

Meal Status	Little Rock	Fort Smith	Texarkana	Virtual	TOTAL
01 - Free	47	4	11	1	63
02 - Reduced	0	1	2	1	4
03 - Paid	0	54	36	175	265
04 - Direct Cert	8	16	4	24	52
Unassigned	1	0	0	0	1
Total	56	75	53	201	385

Premier High School of North Little Rock

Enrollment by Grade	North Little Rock
9	28
10	33
11	30
12	17
Total	108

Enrollment by Race	
Asian	1
Black	83
Hawaii/Pacific Islander	0
Hispanic/Latino	7
Native American/Alaskan Native	2
Two or More Races	5
White	10
Total	108

Meal Status	
01 - Free	65
02 - Reduced	0
03 - Paid	1
04 - Direct Cert	40
Unassigned	2
Total	108

Premier High School of Springdale

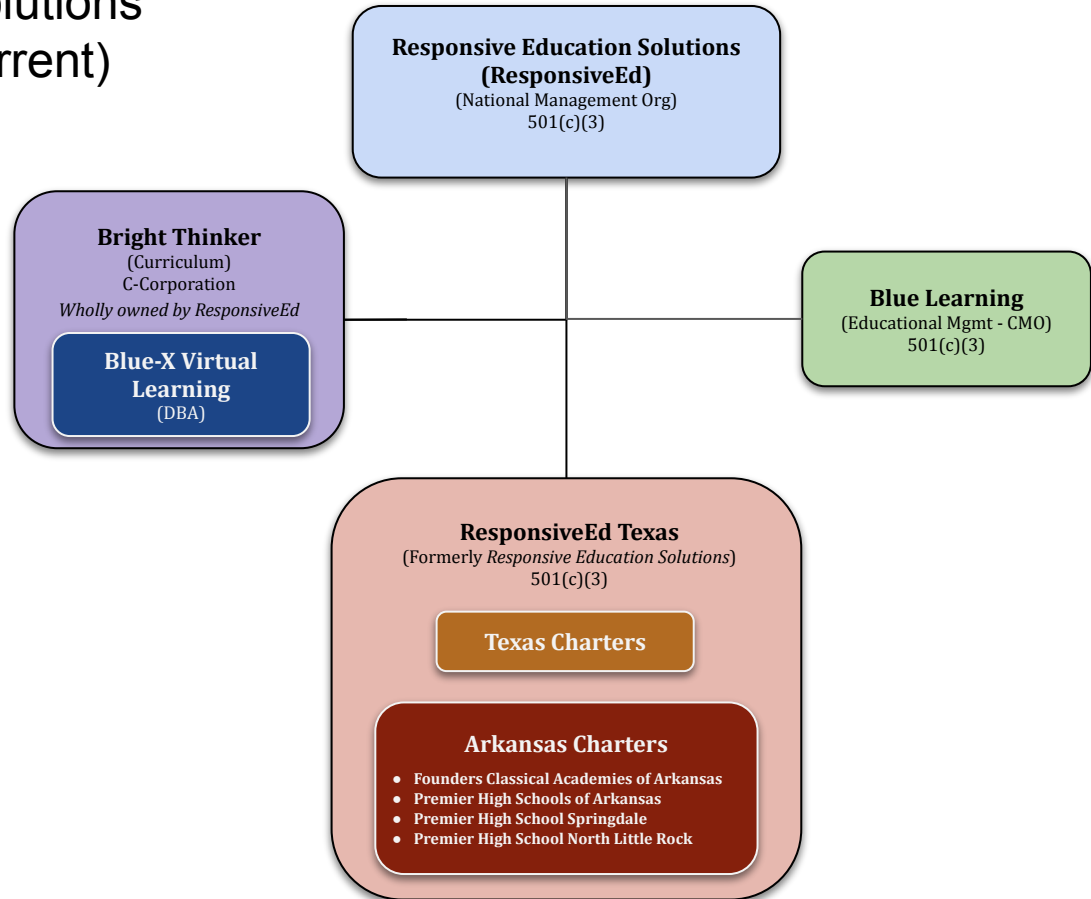
Enrollment by Grade	Springdale
9	11
10	23
11	25
12	20
Total	79

Enrollment by Race	
Asian	1
Black	2
Hawaii/Pacific Islander	1
Hispanic/Latino	43
American/Alaskan Native	0
Two or More Races	0
White	32
Total	79

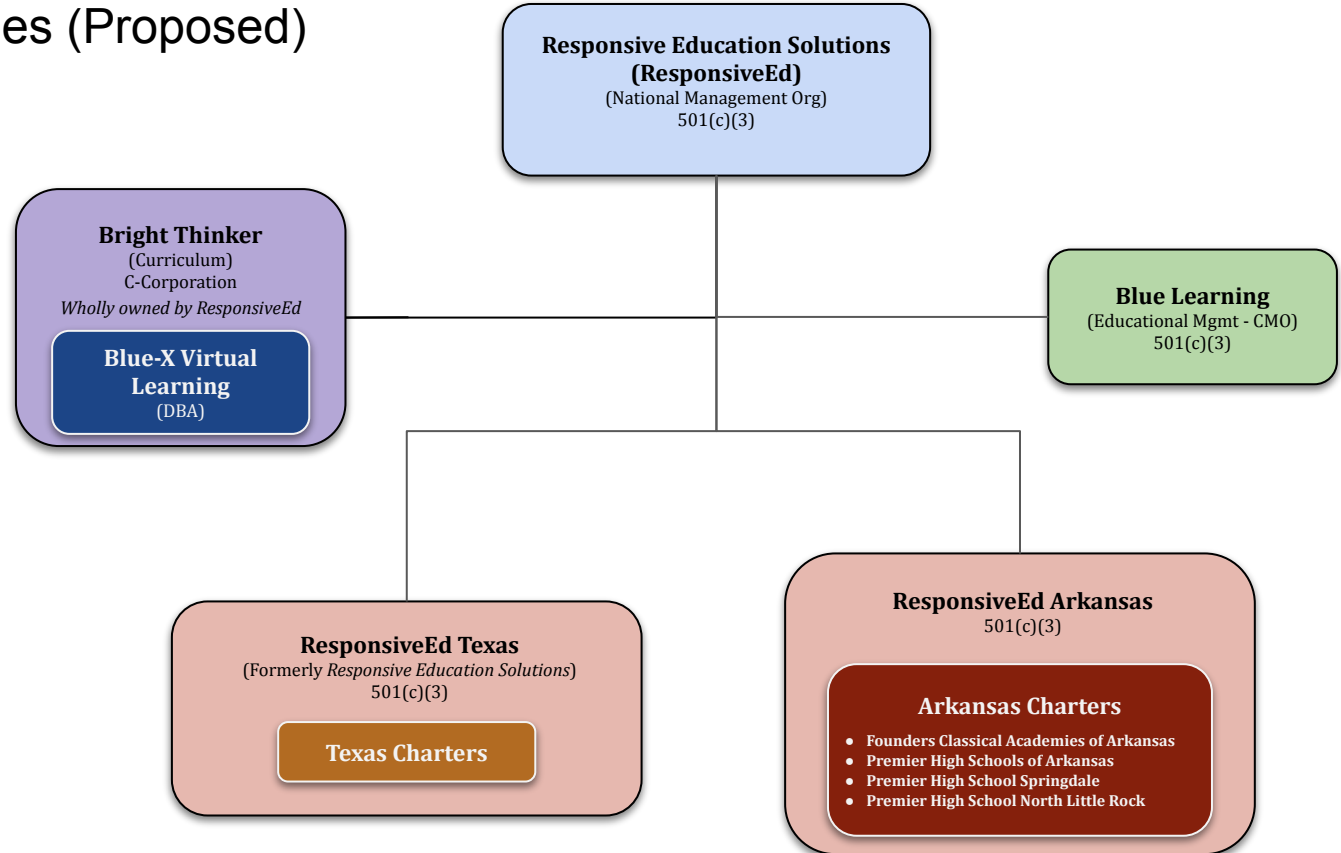
Meal Status	
01 - Free	43
02 - Reduced	2
03 - Paid	17
04 - Direct Cert	17
Unassigned	0
Total	79

ResponsiveEd Company Structure

Responsive Education Solutions Family of Companies (Current)



Responsive Education Solutions Family of Companies (Proposed)



Responsive Education Solutions' Proposed Arkansas Organization

ResponsiveEd Arkansas

501(c)(3)

0442700 - Founders Classical Academies of Arkansas

0442701 - Founders Classical Academies of Arkansas High School Rogers

0442702 - Founders Classical Academies of Arkansas Bentonville

0442703 - Founders Classical Academies of Arkansas High School Rogers

0442704 - Founders Classical Academies of Arkansas West Little Rock Elementary

0442706 - Founders Classical Academies of Arkansas West Little Rock

0442707 - Founders Classical Academy Elementary Online

0442709 - Founders Classical Academy High School Online

6053700 - Premier High Schools of Arkansas

6053703 - Premier High School of Little Rock

6053706 - Premier High School of Fort Smith

6053709 - Premier High School of Texarkana

6053712 - Premier High School Online

6062700 - Premier High School of North Little Rock

6062703 - Premier High School of North Little Rock

7242700 - Premier High School of Springdale

7242703 - Premier High School of Springdale

Certificate of Formation with New Amendments

FOUNDERS CLASSICAL ACADEMIES

A Texas Nonprofit Corporation

RESOLUTION APPROVING AND ADOPTING THE RESTATED CERTIFICATE OF FORMATION WITH NEW AMENDMENTS

BE IT RESOLVED, that the Board of Directors hereby approves and adopts the attached Restated Certificate of Formation with New Amendment; and

BE IT FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized and directed to execute the Restated Certificate of Formation with New Amendments, keep a copy of the Restated Certificate of Formation with New Amendments with the records of the Corporation, and take all necessary action to effectuate the Restated Certificate of Formation with New Amendments.

We, the undersigned, being all of the members of the Board of Directors of the Corporation, do hereby individually and collectively consent by this writing to take the action, to adopt the resolutions, and to transact the business of the Corporation as set out in the above document.

DocuSigned by:

574E6C91E6784E5...
Ben Klingenstein

3/10/2023
Date

DocuSigned by:

4756C36C14E5458...
Marvin Reynolds

3/10/2023
Date

DocuSigned by:

F8CEFG3850164AF...
Kent Sparks

3/10/2023
Date

DocuSigned by:

7A8BA43985D34DD...
Lance Losey

3/10/2023
Date

DocuSigned by:

EB9F6B8CAB9B480...
Joe DeProspero

3/10/2023
Date

DocuSigned by:

54A65FA42C844EB...
Chuck Cook

3/10/2023
Date

**SECOND RESTATED CERTIFICATE OF FORMATION
WITH NEW AMENDMENTS**

The name of the filing entity is Founders Classical Academies as shown in the current records of the Texas Secretary of State. The filing entity is a Nonprofit Corporation, organized under the Nonprofit Corporations Chapter of the Texas Business Organizations Code (the "Act"). The filing number issued to the filing entity by the Texas Secretary of State is 01536338-01 and the original date of formation of the filing entity is May 18, 1999.

AMENDMENTS TO CERTIFICATE OF FORMATION

This Second Restated Certificate of Formation makes new amendments to the Restated Certificate of Formation. Each added, altered, or deleted provision is identified below. The full text of each amended provision is contained in the Amended and Restated Certificate of Formation below:

The previous Article I has been amended.

The previous Article V has been amended.

The previous Article VI has been amended.

STATEMENT OF APPROVAL

Each new amendment has been made in accordance with the provisions of the Texas Business Organizations Code. The amendments to the Certificate of Formation and the Restated Certificate of Formation have been approved in the manner required by the Code and by the governing documents of the entity.

REQUIRED STATEMENTS

This Second Restated Certificate of Formation, which follows below, accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, and as further amended by the Restated Certificate of Formation. This Second Restated Certificate of Formation does not contain any other change in the certificate of formation being restated except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity.

ARTICLE I

Name

The name of the corporation is ResponsiveEd Arkansas (the "Corporation"). ResponsiveEd Arkansas shall have the right to operate under any number of appropriately applied for assumed names.

ARTICLE II
Registered Office and Agent

The address of the registered office of the Corporation is 1301 Waters Ridge Drive, Lewisville, Texas, 75057-6022, and the registered agent at such address is Chris Baumann. The Board of Directors may change the registered office or agent at its discretion.

ARTICLE III
Nonprofit Corporation

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization designated by the Board of Directors of the Corporation that is exempt from taxes under section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, exclusively for nonprofit educational purposes. Any of such assets not so disposed of, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V
Purposes

The Corporation is organized and shall be exclusively operated for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of the Corporation are:

- (a) To implement educational concepts to enhance the learning experience of students in educational environments and train teachers in the implementation of innovative educational concepts.

- (b) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Texas and elsewhere.
- (c) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- (d) To promote, encourage, and foster any other similar charitable or educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the purposes of the Corporation.
- (e) To exercise all rights and powers conferred by the laws of the State of Texas upon nonprofit corporations and by Section 501(c)(3) of the Internal Revenue Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein; and without the necessity of authorization or approval of any individual or entity whatsoever save and except as provided in this Second Restated Certificate of Formation and the Bylaws of the Corporation.
- (f) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

ARTICLE VI Membership

The Corporation shall have members, whose rights, privileges, responsibilities and authority shall be described in the Bylaws of the Corporation.

ARTICLE VII Board of Directors

Power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The Board shall consist of not less than three (3) persons. The number of directors may

be increased or decreased by the Board of Directors, by amending this Second Restated Certificate of Formation, or by amending the Bylaws, either of which shall have the same force and effect, provided that the number of directors shall not be less than three (3). As of the adoption of this Second Restated Certificate of Formation, the following are the members of the Board of Directors:

Chuck Cook
700 Parker Square Ste: 145
Flower Mound ,tX 755028

Joe DeProspero
1301 Waters Ridge Drive
Lewisville, Texas, 75057

Ben Klingenstein
1301 Waters Ridge Drive
Lewisville, Texas, 75057

Lance Losey
1301 Waters Ridge Drive
Lewisville, Texas, 75057

Marvin Reynolds
1301 Waters Ridge Drive
Lewisville, Texas, 75057

Kent Sparks
1301 Waters Ridge Drive
Lewisville, Texas, 75057

All future members of the Board of Directors shall be elected in the manner prescribed in the Bylaws.

ARTICLE VIII POWERS

Except as otherwise provided in this Second Restated Certificate of Formation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE IX Restrictions, Requirements, and Limitations

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in this Second Restated Certificate of Formation. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in this Second Restated Certificate of Formation or state law, the Corporation shall have no power to:
- (1) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
 - (2) Serve a private interest other than one that is clearly incidental to an overriding public interest.
 - (3) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
 - (4) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
 - (5) Have objectives that characterize it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
 - (6) Distribute its assets on dissolution other than for one or more exempt purposes.
 - (7) Permit any part of the net earnings of the Corporation to inure to the benefit of any member of the Corporation or any private individual.

- (8) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.
 - (9) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.
- (b) In the event the Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE X
Indemnification**

Except as may be defined and limited by the Bylaws, the Corporation may, but is not required, to indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, attorney, CPA, accountant, consultant, or other person related to the Corporation. The Corporation may provide a trust fund, insurance, or other arrangement to satisfy this Article.

**ARTICLE XI
Construction**

All references in this Second Restated Certificate of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.


**ARTICLE XII
Amendment**

This Second Restated Certificate of Formation may not be amended in any way without the approval of a majority of the members of the Board of Directors and filing with the Texas Secretary of State.

**ARTICLE XIII
Effectiveness of Filing**

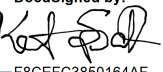
This document becomes effective when the document is filed by the Texas Secretary of State. The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

SIGNED this 10th day of March, 2023.

DocuSigned by:

574F6C04E6704EE...
Ben Klingenstein, President

APPROVAL

The undersigned, as Secretary of the Board of the Directors of the Corporation, hereby certifies that this Restated Certificate of Formation was approved by the Corporation's Board of Directors on March 10, 2023.

DocuSigned by:

E8CFEC3850164AE...
Kent Sparks, Secretary

ResponsiveEd Arkansas
Amended and Restated Bylaws

RESPONSIVEED ARKANSAS

A Texas Nonprofit Corporation

RESOLUTION APPROVING AND ADOPTING THE AMENDED AND RESTATED BYLAWS

BE IT RESOLVED, that the Board of Directors hereby approves and adopts the attached Amended and Restated Bylaws; and

BE IT FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized and directed to execute the Amended and Restated Bylaws, keep a copy of the Amended and Restated Bylaws with the records of the Corporation, and take all necessary action to effectuate the Amended and Restated Bylaws.

We, the undersigned, being all of the members of the Board of Directors of the Corporation, do hereby individually and collectively consent by this writing to take the action, to adopt the resolutions, and to transact the business of the Corporation as set out in the above document.

DocuSigned by:

574F6C91E6784E5...
Ben Klingenstein

3/10/2023
Date

DocuSigned by:

4756C36C14E6468...
Marvin Reynolds

3/10/2023
Date

DocuSigned by:

F8CEFC3856164AF...
Kent Sparks

3/10/2023
Date

DocuSigned by:

7A66A43985D34DD...
Lance Losey

3/10/2023
Date

DocuSigned by:

EB0F5B8CAB9D480...
Joe DeProspero

3/10/2023
Date

DocuSigned by:

54A66FA42C844EB...
Chuck Cook

3/10/2023
Date

**AMENDED AND RESTATED BYLAWS
OF
RESPONSIVEED ARKANSAS**

A Texas Nonprofit Corporation

**ARTICLE I
BOARD OF DIRECTORS**

1.01. General Authority

The business of ResponsiveEd Arkansas (the “Corporation”) shall be managed by a board of directors (“Board”), subject to applicable law and the Member’s authority under these Bylaws.

1.02. Appointment of Directors; Number of Terms

The Member shall appoint directors to vacancies or new Directorships as and when required at any meeting of the Board duly called for such purpose. The number of directors shall not be less than three (3) and otherwise shall be the number determined by the Member from time to time. Any director appointed to hold office after the adoption of these Amended and Restated Bylaws (“Bylaws”) shall hold office for an initial term of two (2) years, with a minimum six (6) month break in service required before a director may serve a subsequent term. Thereafter, each subsequent term held by any director shall be for a term of three (3) years and until his/her successor is elected or appointed, or unless he/she resigns, dies, becomes incapacitated, or is removed by the Member. Any director holding office prior to the adoption of these Bylaws shall hold office for a term of three (3) years. A director whose term has expired may be appointed to succeed himself/herself. A director may then be reappointed for an unlimited number of terms. A director’s term shall not be extended or shortened beyond the term for which the director was appointed by an amendment of these Bylaws or other Board or Member action.

1.03. Removal of Directors

The Member may remove a director, with or without cause, Any director removed by this Section 1.03 shall also be removed as a board officer of the Corporation.

1.04. Resignation of Directors

A director may resign at any time by written notification to the President or Secretary of the Board. The resignation shall take effect at any time specified therein, and if no time is specified, at the time of its receipt. The acceptance of a resignation by the President or

Secretary shall not be necessary to make it effective. Any director who is absent without notice to the Board specifying the reason for the absence for more than two (2) consecutive meetings of the Board in any fiscal year shall be deemed to have resigned in accordance with this Section 1.04 of these Bylaws, unless the Member acts affirmatively to retain the director.

1.05. Vacancies

Any vacancy occurring in the Board or any vacancy to be filled by an increase in the number of directors shall be filled by action of the Member unless the Member has determined to reduce the number of directors and for this reason appoints no successor.

1.06. Compensation

Directors as such shall not receive any stated salaries for their services, except that, by resolution of the Board, any director may be reimbursed for reasonable expenses incurred in attending any regular or special meeting of the Board, and may be indemnified for expenses incurred by him/her in connection with any claim asserted against him/her, by action in court or otherwise, by reason of his/her being or having been such director, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

1.07. Meetings

Meetings of the Board shall be held at such place and time as designated from time to time by the Board or the Member, and in accordance with state law. Unless otherwise determined by the Board, regular meetings shall be held as deemed necessary. The meetings may be held either inside or outside of Texas and shall be held at the Corporation's principal office if the resolution does not specify the location of the meetings. Participation by telephone or videoconference shall be permitted to the extent permitted by state law.

1.08. Annual Meeting

An annual meeting of the Board shall be held each year on a date set by the Board. Notice of the annual meeting shall be given in the same manner as regular meeting.

1.09. Regular Meetings

The Board President, in consultation with the CEO, shall determine the time and place for the holding of regular meetings of the Board and the agenda for such meetings. The agenda shall identify all matters to be presented to and considered by the Board.

1.10. Special Meetings

Special meetings of the Board may be called by or at the request of the Member, the Board President, or a majority of the Board of Directors then in office (not merely a quorum). The Board President, in consultation with the Member, shall determine the time and place for the holding of special meetings of the Board. Notice of the special meeting shall be given in the same manner as regular meetings except in cases of emergency meetings, notice of which shall be in accordance with applicable state law.

1.11. Notice of Meetings; Waiver by Attendance

Notice of all meetings of the Board of Directors shall be made in accordance with applicable state law. Notice of regular meetings of the Board is not required to be sent to each director. No later than ten (10) days and no earlier than sixty (60) days (inclusive of the date of the meeting) before the date of any special meeting of the Board, the Secretary of the Board, or any other officer of the Board, shall cause a written notice setting forth the time, place, and purposes of the meeting to be delivered personally, to be sent by facsimile, or by email, or to be deposited in the mail, with postage paid, addressed to each director of record at his/her last address (including email or facsimile number) as it appears in the Corporation's records. Attendance of a director at a meeting constitutes a waiver of notice, unless the director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

1.12. Quorum

The Board President must be present at a meeting in order for a quorum to be determined unless the Board President has died, is incapacitated, or has waived this requirement as evidenced in writing. In addition, unless otherwise specified in these Bylaws, a majority of the total number of directors of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

1.13. Action Taken at Meetings

Any business may be transacted, and any corporate action taken, that has been properly placed on an agenda at any annual, regular, or special meeting of the Board at which a quorum is present and which has received, except as otherwise provided by law or these Bylaws: (i) the vote of a majority of a quorum of the directors, and (ii) the affirmative vote of the Board President in order to pass. Business shall not require the affirmative vote of the Board President in order to pass if the Board President has been removed as an officer of the Board.

Voting on all questions may be by voice vote. A roll call vote on any motion or resolution may be requested by any director. In the event of a tie-vote, the vote of the Board President shall be the tie-breaking vote in order to avoid deadlock.

1.14. Action by Written Consent

Any action required by law to be taken at a meeting of directors or any committee, or any action which may be taken at a meeting of directors or any committee, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or members of the committee were present and voted. The director's signature may be transmitted via facsimile or other electronic means, including email, and an electronic copy or other facsimile of the signature of the director shall be deemed an original signature for all purposes and have the same force and effect as a manually signed original.

1.15. Resolutions and Minutes

All motions and resolutions of the Board will be written or recorded in the minutes of the Board and certified copies will be placed in the corporate records.

1.16. Fundamental Actions Requiring Greater Vote

In accordance with Section 22.164 of the Texas Business Organization Code, the following actions of the Board are fundamental actions that shall require the affirmative vote of the majority of directors of the Board then in office:

- a. amendment of a certificate of formation,
- b. voluntary winding up under Chapter 11,
- c. a revocation of a voluntary decision to wind up under Chapter 11.151,
- d. a cancellation of an event requiring winding up under Chapter 11.152(e),
- e. a reinstatement under Section 11.202,
- f. a distribution plan under Section 22.305,
- g. a plan of merger under Subchapter F,
- h. a sale of all or substantially all of the assets of the Corporation,
- i. a plan of conversion under Subchapter F, or
- j. a plan of exchange under Subchapter F.

ARTICLE II MEMBERSHIP

2.01. Membership

The sole member of the Corporation shall be Responsive Education Solutions (formerly known as ResponsiveEd USA), a Texas nonprofit 501(c)(3) corporation, with a principal business address of 1301 Waters Ridge Drive, Lewisville, TX 75057 (the “Member”).

2.02. Transfer

Membership in the Corporation shall not be transferable, but any successor to the Member, by merger or otherwise, shall automatically be substituted as the Member of the Corporation.

2.03. Rights of Member

The rights of the Member supersede any right or authority of a Director or officer set forth in these Bylaws or by an act of the Board. The rights of the Member shall not be superseded, altered, diminished, or otherwise affected by any other provision of these Bylaws or by any action by the Board of Directors. In addition to any rights, duties, and privileges prescribed by law, the Member of the Corporation shall have the following rights, duties and privileges:

- a. to appoint and remove the members of the Board in accordance with the relevant provisions of these Bylaws;
- b. to appoint and remove the officers of the Board in accordance with the relevant provisions of these Bylaws;
- b. to approve or reject amendments to the Certificate of Formation of the Corporation and these Bylaws, in accordance with the relevant provisions of these Bylaws;
- c. to inspect the financial records of the Corporation, upon written request, at the office of the Corporation during regular business hours;
- d. to approve, or to reject, with or without cause, the use by the Corporation of the name, marks, symbols, emblems, insignia, or other identifying feature of the Member, or of any institution or organization affiliated with the Member, prior to the use thereof for any purpose;
- e. To approve or reject a fundamental action described in Texas Business Organization Code § 22.164; and

- f. to cause the dissolution of the Corporation and to receive upon such dissolution all of the assets of the Corporation which remain after payment of all debts and liabilities of the Corporation.

2.04. Voting

The Member shall, by certified copy of a resolution of its Board of Directors, designate an officer, Director, or other person connected with the Member, who shall have authority to vote on behalf of the Member of the Corporation. The Corporation shall be entitled to treat any person so designated as the person entitled to vote the membership interest of the Member, and for all other purposes, and accordingly shall not be bound to recognize any equitable or other claim to or interest in such membership interest on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law. Whenever the vote of the Member is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by the Member, in written or electronic form. If written, the consent must be executed by the Member or the Member's authorized officer, Director, or other person connected with the Member by signing such consent or causing his/her signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member.

ARTICLE III OFFICERS

3.01. Officers

The officers of the Board shall be a President, a Vice-President, and a Secretary, and such other officers that the Member may from time to time appoint.

3.02. Election, Term and Vacancies

Officers shall be appointed by the Member each year at the annual meeting or at any other meeting of the Board called for such purposes, and each officer shall serve for a three (3) year term and until his/her successor is elected. Any board officer may be appointed by the Member to succeed himself/herself. The Member shall elect a person to fill any vacancy that occurs in any Board office to fulfill the unexpired duration of the term.

3.03. Removal

Any officer may be removed by the Member with or without cause, at any time by the affirmative vote of the Member whenever in its judgment the best interest of the Corporation would be served thereby.

3.04. President

The President of the Board of Directors shall preside at all meetings of the Board. He/She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board to so act, any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized, generally or specifically, to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board by these Bylaws or by statute to some other officer, employee, or agent of the Corporation; and, in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Member from time to time.

3.05. Vice-President

In the absence of the President or in the event of his/her absence, inability, or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions on the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Member.

3.06. Secretary

The Secretary shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Member.

**ARTICLE IV
COMMITTEES**

4.01. Generally

Designated committees may be established by the Board to perform the duties and functions assigned or delegated in furtherance of Board objectives and as permitted by applicable law. Any committee may include one or more directors from the Board. The Board or its designee will appoint the members, officers, or others to committee positions. The rules of procedure of any committee may be set by the Board. Any committee may be abolished, or any committee member removed, for any reason and at any time by majority vote of a quorum of the Board of the Corporation at a duly called and noticed meeting.

4.02. Notice

Written notice of the time, place, and agenda of all committee meetings will be given by the committee chair in the same manner as notices given for regular Board meetings. Each committee will keep and deliver a copy of minutes of its proceedings to the Secretary of the Board and will report briefly on its activities at each Board meeting where scheduled.

ARTICLE V CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

5.01. Contracts

The Board may authorize any officer or administrator of the Corporation to execute and deliver any contract or instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances.

5.02. Checks, Drafts, or Orders for Payment

All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or administrator, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and countersigned by the Secretary of the Corporation.

5.03. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select and in accordance with applicable law.

5.04. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation. The Board may refuse any gift if it deems such refusal to be in the best interest of the Corporation.

5.05. Disposition of Assets Upon Dissolution

The properties and assets of the Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person, or any member, director, or officer of the Corporation. On liquidation or dissolution, all properties, assets, and obligations will be distributed or paid over to an organization

dedicated to charitable and educational purposes that is tax-exempt pursuant to Internal Revenue Code Section 501(c)(3) as amended, or as otherwise required by state and federal law.

ARTICLE VI MISCELLANEOUS

6.01. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any authority of the Board. All such records will be made available for inspection as required by applicable law. Upon leaving office, each director, officer, or agent of the Corporation will turn over to the President or Secretary or his/her designee, in good order any Corporation monies, books, records, minutes, lists, documents, contracts, or other property of the Corporation in his/her custody or control. Upon leaving office, each director, officer, or agent of the Corporation shall also transfer to the President or Secretary or his/her designee, any information that is written, produced, collected, assembled, or maintained in connection with the transaction of official business of the Corporation.

6.02. Fiscal Year

The Board may select the fiscal year of the Corporation, subject to the requirements of any applicable law that might define the fiscal year.

6.03. Corporate Seal

The Board may adopt a corporate seal in such form as it deems appropriate.

6.04. Annual Reports

In accordance with the Texas Business Organization Code, the Board shall annually prepare or approve a financial report for the Corporation for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include: (i) a statement of support, revenue, and expenses; (ii) a statement of changes in fund balances; (iii) a statement of functional expenses; and (iv) a balance sheet for each fund.

6.05. Indemnification

a. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that

he/she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for criminal acts, gross negligence, bad faith or willful misconduct in the performance of his duty to the corporation except to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- b. The termination of any action, suit, or proceeding by judgment, order settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create presumption that: (i) the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation or (ii) the person had reasonable cause to believe that his/her conduct was unlawful.
- c. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this section.
- d. The indemnification hereunder shall be made only upon a determination in the specific case that indemnification is proper under the substantive standards established hereunder. Such determination shall be made: (i) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- e. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this section.

- f. Indemnification under this section is subject to any and all prohibitions, restrictions and limitations imposed by law.

ARTICLE VII CONFLICTS OF INTEREST

7.01. Ethics, and Conflict of Interest Policy

The Corporation and the Board shall comply with applicable law and regulations concerning potential conflicts of interest and related parties, including without limitation applicable state law, regulations, and the Corporation's policies that govern all activities conducted by the Corporation as an Arkansas charter holder and as specified in Attachment A to these Bylaws.

7.02. Affiliated Transactions

An otherwise valid and enforceable contract or transaction between the Corporation and one or more directors or officers, directly or indirectly, shall not be void or voidable if any one of the following conditions is satisfied:

- a. the material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by the Board of Directors, and the Board in good faith and with ordinary care authorizes the contract or transaction by the affirmative vote of the majority of the disinterested directors; or
- b. the contract or transaction is fair to the Corporation when the contract or transaction is authorized, approved, or ratified by the Board of Directors.

Interested directors may be included in determining the presence of a quorum at a meeting of the Board that authorizes the contract or transaction. The interested director shall have an opportunity to address the Board prior to the discussion and vote by the Board without the interested director's presence.

7.03. Loans

No loans or grants will be made by the Corporation to its directors, officers, employees, or committee members. Directors who vote for or assent to, and any officer who participates in, the making of a loan to a director or officer will jointly and severally be liable to the Corporation for the amount of the loan until it is repaid.

7.04. Independent Compensation Committee

As necessary, the Board of Directors shall adopt a resolution establishing an Independent Compensation Committee. No disqualified person (as defined in the Internal Revenue Code and related regulations) or control person shall serve on this committee. The committee shall be elected by a vote of the Board of Directors. The Independent Compensation Committee shall recommend the compensation of all disqualified employees' compensation in writing to the Board of Directors. In doing so, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information.

**ARTICLE VIII
AMENDMENTS; COMPLIANCE WITH LAWS**

8.01. Power to Amend Bylaws

These Bylaws may be amended, repealed, or added to, or new Bylaws may be adopted, by the same action that is required for all decisions of the Board, subject to the approval of the Member as specified in Section 2.03 of these Bylaws.

8.02. Interpretation and Compliance with Laws

These Bylaws are subject to and governed by, and should be read to comply with, any applicable federal or state laws and regulations applicable to the Corporation and the Certificate of Formation of the Corporation and any amendments thereto.

ADOPTED this 10th day of March, 2023.

DocuSigned by:

By: _____
Name: Ben Klingenstein
Title: President of the Board of Directors

CERTIFICATION

The undersigned, as Secretary of the Board of the Corporation, hereby certifies that these Bylaws were adopted and made effective by the Board of the Corporation at a meeting held on March 10, 2023.

DocuSigned by:

By: _____
Name: Kent Sparks
Title: Secretary of the Board of Directors

ATTACHMENT A ARKANSAS CHARTER SCHOOLS

- A. 01 **APPLICABILITY OF ATTACHMENT:** The provisions of this Attachment A to these Bylaws shall govern all activities conducted by the Corporation pursuant to the Charter Contracts with the Arkansas Department of Education of Arkansas (hereinafter, the “Arkansas Charter Schools”),
- A. 02 The Corporation shall comply with the terms of the Charter Contracts for each of the Arkansas Charter Schools and any renewals thereof;
- A. 03 The Corporation shall comply with Ark. Code Ann. §§4-33-101 to -1707 (The Arkansas Nonprofit Corporation Act of 1993);
- A. 04 The Corporation shall comply with Ark. Code Ann. §§16-123-101 et seq. (The Arkansas Civil Rights Act of 1993), and
- A. 05 The Corporation shall comply with Ark. Code Ann. §§25-19-101 to -110 (The Arkansas Freedom of Information Act) concerning the Arkansas Charter Schools. The Board of Directors of the Corporation and the Charter School Boards (defined below), and each of the Arkansas Charter Schools are subject to the obligations of the Arkansas Freedom of Information Act. Except as allowed by or required by law, all meetings of the Board of Directors of the Corporation and the Charter School Boards (defined below) must be open to the public as set forth in the Arkansas Freedom of Information Act.
- A. 06 Pursuant to Section 2.1 of the Charter Contracts, each of the Arkansas Charter Schools shall form a Board of Directors known as the “Charter School Board”, which shall consist of a minimum of five (5) individuals appointed by the Corporation’s Board of Directors. Any vacancy causing the membership of a Charter School Board to drop below five (5) members must be filled within thirty (30) days.
- B. 07 The Charter School Board members of each of the Arkansas Charter Schools are defined to be “public servants” as that term is used in Title 21, Chapter 8 (“Ethics and Conflicts of Interests”) of the Arkansas Code.
- a. No person may hold any employment with an Arkansas Charter School while serving as a Charter School Board member of the same school;
 - b. No family member of a Charter School Board member may be initially employed by the Charter School or given a raise or promotion except as permitted by Ark. Code §6-24-101 *et seq.*;
 - c. No Charter School Board member, nor any family member of a Charter School Board member, may contract with the Arkansas Charter School except as permitted by Ark. Code §6-24-101 *et seq.*;

- d. No Charter School Board member may receive compensation from the Arkansas Charter School, other than reimbursement of actual expenses, for fulfilling duties as a Charter School Board member;
 - e. Every Charter School Board member must annually file a statement of Financial Interest as required by Ark. Code Ann. §21-8-701.
- B. 08 Subject to applicable federal and state laws and regulations, the terms of the Charter Contracts, and policies established by the Corporation concerning the Charter School Boards for the Arkansas Charter Schools, the Charter School Board for each of the Arkansas Charter Schools shall have final decision-making authority for its school in the following areas: (i) student discipline; (ii) employee grievances; (iii) parent grievances; (iv) community grievances; and (v) all other areas delegated to it by the Board of Directors of the Corporation. All other powers and duties shall be exercised by the Board of Directors of the Corporation in compliance with the terms of the Charter Contracts and applicable federal and state laws and regulations.
- B. 09 Pursuant to the Charter Contracts, each of the Arkansas Charter Schools is exempt from the provisions of Title 6, Chapter 13, Subchapter 6 of the Arkansas Code (“School District Boards of Directors Generally”), and any ADE regulations implementing the same, except that:
- a. By resolution adopted by majority vote, the Board of Directors of the Corporation will designate one (1) of its members who shall serve as the primary board of directors disbursing officer of each of the Arkansas Charter Schools, per Ark. Code Ann. §6-13-618(b);
 - b. Notice of the date, time and place of all regular and special board meetings of the Charter School Boards must be published to the Arkansas Charter School’s website, per §Ark. Code Ann. 6-13-619;
 - c. Minutes of all regular and special board meetings of the Charter School Board must be kept by the Arkansas Charter School in a permanent file, per Ark. Code Ann. §6-13-619(b);
 - d. Military recruiters must be granted access to school facilities to the extent required by Ark. Code. Ann. §6-13-626; and
 - e. Charter School Board members must obtain the training required by Ark. Code Ann. §6-13-626.
- B. 10 Pursuant to Section 2.3 of the Charter Contracts, any change or modification to the by-laws that conflict with the terms of the Charter Contracts must have the prior approval of the Arkansas Department of Education.

IRS Determination Letter

Internal Revenue Service

**Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201**

Date: August 20, 2003

Eagle Academy of Beaumont
405 SH 121 Bypass Bldg G Ste 100
Lewisville, TX 75067

Person to Contact:

Gordon Schnur 31-07654
Customer Service Specialist

Toll Free Telephone Number:

8:00 a.m. to 6:30 p.m. EST
877-829-5500

Fax Number:

513-263-3756

Federal Identification Number:

75-2822219

Dear Sir or Madam:

This is in response to the amendment to your organization's Articles of Incorporation filed with the state on December 4, 2002. We have updated our records to reflect the name change as indicated above.

In September 2003 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Based on information submitted with the application, we classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because it is an organization described in sections 509(a)(1) and 170(b)(1)(A)(ii). That classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's purposes, character, method of operations, or sources of support have changed, please let us know so we can consider the effect of the change on the organization's exempt status and foundation status.

Revenue Procedure 75-50, published in Cumulative Bulletin 1975-2 on page 587, sets forth guidelines and record keeping requirements for determining whether private schools have racially nondiscriminatory policies as to students. Your organization must comply with this revenue procedure to maintain its tax-exempt status.

Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of \$20 a day, up to a maximum of \$10,000, when a return is filed late, unless there is reasonable cause for the delay.

All exempt organizations (unless specifically excluded) are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more paid each employee during a calendar year. Your organization is not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, they are not automatically exempt from other federal excise taxes.

Eagle Academy of Beaumont
75-282219

Donors may deduct contributions to your organization as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to your organization or for its use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Your organization is not required to file federal income tax returns unless it is subject to the tax on unrelated business income under section 511 of the Code. If your organization is subject to this tax, it must file an income tax return on the Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your organization's present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

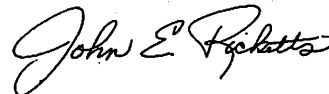
Section 6104 of the Internal Revenue Code requires you to make your organization's annual return available for public inspection without charge for three years after the due date of the return. The law also requires organizations that received recognition of exemption on July 15, 1987, or later, to make available for public inspection a copy of the exemption application, any supporting documents and the exemption letter to any individual who requests such documents in person or in writing. Organizations that received recognition of exemption before July 15, 1987, and had a copy of their exemption application on July 15, 1987, are also required to make available for public inspection a copy of the exemption application, any supporting documents and the exemption letter to any individual who requests such documents in person or in writing. For additional information on disclosure requirements, please refer to Internal Revenue Bulletin 1999 - 17.

Because this letter could help resolve any questions about your organization's exempt status and foundation status, you should keep it with the organization's permanent records.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

This letter affirms your organization's exempt status.

Sincerely,



John E. Ricketts, Director, TE/GE
Customer Account Services

Internal Revenue Service

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

AUG 20 2003

Date: August 20, 2003

Eagle Academy of Beaumont
405 SH 121 Bypass Bldg G Ste 100
Lewisville, TX 75067

Person to Contact:

Gordon Schnur 31-07654
Customer Service Specialist

Toll Free Telephone Number:

8:00 a.m. to 6:30 p.m. EST
877-829-5500

Fax Number:

513-263-3756

Federal Identification Number:

75-2822219

Dear Sir or Madam:

Enclosed is the information you requested in your letter received July 6, 2003.

Please accept our apology for the delay in responding to your request and for any inconvenience this may have caused you or your organization.

Sincerely,



Gordon Schnur 31-07654
Customer Service Specialist

Enclosure: Letter affirming exempt status

Texas Franchise Tax Account Status



Franchise Tax Account Status

As of : 03/14/2023 12:36:19

This page is valid for most business transactions but is not sufficient for filings with the Secretary of State

FOUNDERS CLASSICAL ACADEMIES	
Texas Taxpayer Number	17528222197
Mailing Address	1301 WATERS RIDGE DR LEWISVILLE, TX 75057-6022
Right to Transact Business in Texas	ACTIVE
State of Formation	TX
Effective SOS Registration Date	05/18/1999
Texas SOS File Number	0153633801
Registered Agent Name	CHRIS BAUMANN
Registered Office Street Address	1301 WATERS RIDGE DRIVE LEWISVILLE, TX 75057

Documents Tracking History of Entity

Form 424

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: See instructions



**Certificate
of Amendment**

**Filed in the Office of the
Secretary of State of Texas
Filing #: 153633801 10/30/2019
Document #: 923628060003
Image Generated Electronically
for Web Filing**

Entity Information

The filing entity is a: **Domestic Nonprofit Corporation**

The name of the filing entity is: **EAGLE ACADEMY OF BEAUMONT**

The file number issued to the filing entity by the secretary of state is: **153633801**

Amendment to Name

The amendment changes the formation document of the filing entity to change the article or provision that names the entity. The article or provision is amended to read as follows:

The name of the filing entity is:

Founders Classical Academies

A letter of consent, if applicable, is attached.

Statement of Approval

The amendment has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and declares under penalty of perjury that the undersigned is authorized under the Texas Business Organizations Code to execute the filing instrument.

Date: **October 30, 2019**

Lindsey Gordon

Signature of authorized person

ARTICLES OF AMENDMENT
OF
EAGLE CHARTER SCHOOL - BEAUMONT
(a non-profit corporation)
Charter No. 01536338-01

FILED
In the Office of the
Secretary of State of Texas
DEC 04 2002
Corporations Section

ARTICLE ONE

The name of the Corporation is:

EAGLE CHARTER SCHOOL - BEAUMONT

ARTICLE TWO

ARTICLE I. is amended to change the name of the corporation to
be:

EAGLE ACADEMY OF BEAUMONT

ARTICLE THREE

ARTICLE I. Paragraph 1.02 shall be amended to read as follows:
That the address of the Corporation's registered office is
1409 Precinct Line Road, Hurst, Texas 76053 and the registered
agent of said corporation at such address is James B. Morgan.

ARTICLE FOUR

There are no members in this non-profit corporation. The
amendment to the Articles of Incorporation set forth herein was
unanimously approved by the Board of Directors on the 15th day of
August, 2002.

IN WITNESS WHEREOF, I have hereunto set my hand this the 4th
day of October, 2002.



Judge Willard French, Chairman

A PHOTOGRAPHIC OR FACSIMILE REPRODUCTION OF THIS DOCUMENT SHALL BE
DEEMED TO BE AS VALID AS THE ORIGINAL.

FILED
In the Office of the
Secretary of State of Texas

MAY 18 1999

Corporations Section

**ARTICLES OF INCORPORATION
OF
EAGLE CHARTER SCHOOL – BEAUMONT**

ARTICLE I

The name of the corporation is EAGLE CHARTER SCHOOL – BEAUMONT.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The corporation is organized and shall be exclusively operated for charitable, religious, educational, and scientific purposes, and for the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any subsequent United States revenue law.

In furtherance of the above purposes, the corporation shall implement educational concepts to enhance the learning experience of at-risk students in a charter school environment and train teachers in the implementation of innovative educational concepts.

ARTICLE V

To effectuate the foregoing purpose, the corporation shall have all of the powers set forth in Section 2.02 of the Texas Non-Profit Corporation Act, and subject to any limitation prescribed by law, or by any other provision of the Texas Non-profit Corporation Act, the corporation shall have the power:

1. To accept, acquire, receive, take, and hold, for any of its objects and purposes, any property, both real and personal of whatsoever kind, nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any of such property, both real and personal, as the objects, and purposes of the corporation may require, subject to such limitations as may be prescribed by the Texas Corporation Act.

3. To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquitted or for any of the other purposes of the corporation, and to secure the payment of any obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, of agreement in regard to all of any part of the property, right, or privileges of Corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and condition contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the Regulations as they now exist or as they may hereinafter be amended.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law to exercise such other powers which now are or hereafter may be necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the Corporation, subject to the further limitations and conditions that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by an organization to which contributions are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE VI

Notwithstanding any other provision of these Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its

purposes), and no member, director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

In the event the Corporation is dissolved, all of its liabilities and obligations shall be paid, satisfied and discharged and all of its assets and property then remaining shall be distributed to such organizations which are organized and operated exclusively for religious and/or educational purposes within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent United States revenue law, as the directors of the Corporation shall select and in such proportions as they shall determine and pursuant to a plan of distribution adopted as provided by the Texas Nonprofit Corporation Act, to be used by such organizations for purely educational purposes. The power conferred on the directors of the Corporation by this Article VI may not be delegated to any committee or other entity or person.

Whether or not this Corporation shall be, or shall be deemed to be, an organization described in Section 509(a) of the Internal Revenue Code of 1986, as amended, the income of Corporation for each taxable year must be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended. Further, the Corporation is expressly prohibited from engaging in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, and from making any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code of 1986 as amended.)

The Corporation shall not retain any "excess business holdings," as that term is defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. In the event that, at any time or from time to time, the Corporation shall own "excess business holdings," the board of directors is hereby specifically authorized to dispose of, in a reasonable and orderly fashion as permitted by applicable law, such portion of such holdings or all, if they deem such disposition to be in the best interests of the purposes of the Corporation, as shall be necessary to comply with the provisions of said Section 4943.

ARTICLE VII

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VIII

The bylaws of the Corporation which shall be promulgated for the regulation of its internal affairs, may be adopted, repealed, amended and revised at any time and from time to time by the board of directors: provided however, that such bylaws shall contain no provision inconsistent with these Articles of Incorporation.

ARTICLE IX

The Corporation shall indemnify its officers and directors to the extent permitted by Article 1302-7.06 and Article 1396-2.22A, Tex. Rev. Civ. Stat.

ARTICLE X

The street address of the initial registered office of the corporation is 1797 S. Valley Parkway, Lewisville, Texas 75067, and the name of its initial registered agent at such address is Donald Howard.

ARTICLE XI

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name:</u>	<u>Address:</u>
LINUS WRIGHT	2200 Ross Avenue Suite 4500 Dallas, Texas 75201
FORREST WATSON	9202 W. Royal Lane Irving, Texas 75063
DONALD HOWARD	1797 S. Valley Parkway Lewisville, Texas 75067

ARTICLE XII

The number of directors from time to time serving may be increased or decreased by an amendment to the bylaws of the Corporation; provided however that there shall at all times be at least three (3) directors serving. In the event of resignation, death or refusal to serve or continue to serve if any director, such vacancy shall be filled by majority vote of the remaining directors then serving.

ARTICLE XIII

The Corporation shall have no members

ARTICLE XIV

The Corporation is not an organization for pecuniary profit and no part of its assets, monies, or contributions made to the Corporation shall inure to the profit of any director or individual.

ARTICLE XV

The name and address of each incorporator is:

Name:

DONALD HOWARD

Address:

1797 S. Valley Parkway
Lewisville, Texas 75067

IN WITNESS THEREOF, I the undersigned incorporator have set my hand this 14th day of May, 1999.


DONALD HOWARD

Resolutions*

*Resolutions are currently in progress of obtaining all required signatures.

RESPONSIVEED TEXAS

A Nonprofit Corporation

RESOLUTION FOR AUTHORIZATION TO SUBMIT CHARTER AMENDMENT REQUEST TO ARKANSAS DEPARTMENT OF ELEMENTARY AND SECONDARY EDUCATION

BE IT RESOLVED that the ResponsiveEd Texas Board of Directors (“Board”) approves submitting the amendment to the Arkansas Department of Elementary and Secondary Education for the purpose of reassigning the Arkansas Charters listed below from ResponsiveEd Texas to ResponsiveEd Arkansas.

Arkansas Charters Affected by this Resolution:

0442700 - Founders Classical Academies of Arkansas

6053700 - Premier High Schools of Arkansas

6062700 - Premier High School of North Little Rock

7242700 - Premier High School of Springdale

[Signature Page Follows]

By _____ to _____ majority vote of members of the Board, this resolution was (Check one.) ___ approved ___ disapproved at a lawfully called meeting on March 10, 2023, and as indicated by their signatures below.

Ben Klingenstein, President

Date

Marvin L. Reynolds, D. Ed., Vice President

Date

Kent Sparks, Secretary

Date

Chuck Cook, CEO/Director

Date

Lance Losey, Director

Date

Joe DeProspero, Director

Date

Dr. Lisa Brown, Director

Date

RESPONSIVEED ARKANSAS

A Nonprofit Corporation

RESOLUTION FOR AUTHORIZATION TO ACCEPT THE TRANSFER OF ARKANSAS CHARTERS FROM RESPONSIVEED TEXAS

BE IT RESOLVED that the ResponsiveEd Board of Directors (“Board”) approves accepting the transfer of the following Arkansas charters for the benefit of the ResponsiveEd Arkansas corporation (“The Company”) from ResponsiveEd Texas, if approved by the Arkansas Department of Education and the Arkansas State Board of Education.

Arkansas Charters Affected by this Resolution:

Founders Classical Academies of Arkansas
Premier High Schools of Arkansas
Premier High School of North Little Rock
Premier High School of Springdale

[Signature Page Follows]

By 5 to 0 majority vote of members of the Board, this resolution was (Check one.) approved disapproved at a lawfully called meeting on March 10, 2023, and as indicated by their signatures below.

Ben Klingenstein, President

Date

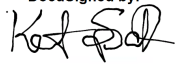
DocuSigned by:

4756C36C14E5458

Marvin L. Reynolds, D. Ed., Vice President

3/10/2023

Date

DocuSigned by:

F8CEFC9850164AF...

Kent Sparks, Secretary

3/10/2023

Date

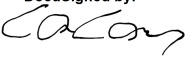
DocuSigned by:

34A63FA42C844EB...

Chuck Cook, CEO/Director

3/10/2023

Date

DocuSigned by:

7A8BA43985D34DD...

Lance Losey, Director

3/10/2023

Date

DocuSigned by:

EB0F5BBCAB9B480...

Joe DeProspero, Director

3/10/2023

Date