

NEW CENTURY EDUCATIONAL MANAGEMENT SERVICES, LLC

AGENDA FOR
A SPECIAL JOINT MEETING OF
BOARD OF DIRECTORS, MANAGERS AND MEMBERS

May 27, 2008

Call to Order

Approval of conversion of entity from a limited liability company to a nonprofit corporation and transfer of Charter School Contract

Adjourn

NEW CENTURY EDUCATIONAL MANAGEMENT SERVICES, LLC

MEETING MINUTES FOR
A SPECIAL JOINT MEETING OF
BOARD OF DIRECTORS, MANAGERS AND MEMBERS

May 27, 2008

A special joint meeting of the Board of Directors, Managers and Members of New Century Educational Management Services, LLC, an Arizona limited liability company (the "Company") was duly noticed and was held on May 27, 2008 at 9:10 a.m. at the offices of the Company. The following persons, constituting all of the directors, managers and members of the Company, were present at the meeting (in person or by telephone):

Curtis W. Porter
Richard D. Hay
James B. Sexton

The meeting was called to order at 9:10 a.m. Mr. Porter conducted the meeting as President, and Mr. Hay acted as Secretary and recorded these minutes. By their presence and participation in the meeting, the members waived satisfaction of any notice requirements set forth in the Operating Agreement of the Company for member meetings.

The President stated that the sole purpose of the meeting was to discuss and approve the proposed conversion of the Company from an Arizona limited liability company to an Arizona nonprofit corporation. Discussion took place regarding the formation of the Arizona nonprofit corporation under the name "Pillar Charter School," the merger of the Company into Pillar Charter School and the transfer of the Charter School Contract between the Company and the Arizona State Board for Charter Schools.

After discussion of this matter, upon motion duly made and seconded, the following resolutions were unanimously adopted by the directors, managers and members:

WHEREAS, the Arizona State Board for Charter Schools has authorized the Company to provide educational services through that certain Charter School Contract (the "Charter") attached as Exhibit A; and

WHEREAS, subject to the terms of the Charter and the requirements of the Arizona State Board for Charter Schools, the Company has the authority to transfer or assign its rights under the Charter; and

WHEREAS, the Company desires to conduct its operations as an Arizona nonprofit corporation and desires to merge with Pillar Charter School, an Arizona

nonprofit corporation, formed upon the filing of the Articles of Incorporation for Pillar Charter School attached as Exhibit B, and pursuant with that certain Agreement and Plan of Merger for New Century Educational Management Services, LLC and Pillar Charter School (the “Merger”) attached as Exhibit C; and

WHEREAS, in connection with such Merger, the Company desires to assign the Charter to Pillar Charter School (the “Assignment”) in the form attached as Exhibit D; and

WHEREAS, the directors, managers and members of the Company have determined that it is in the best interest of the Company to enter into the Merger and the Assignment.

NOW, THEREFORE, IT IS RESOLVED THAT:

1. The Company is hereby authorized to enter into the Merger.
2. The Company is hereby authorized to enter into the Assignment.
3. The President of the Company, Curtis W. Porter, is authorized, empowered and directed to sign on behalf of the Company any and all necessary documents for the Merger and the Assignment to take effect.

There being no further business before the directors, managers or members, the meeting was duly adjourned.

ATTEST: _____
Curtis W. Porter, President Richard D. Hay, Secretary

Exhibit A

Charter School Contract

See attached.

Exhibit B

Articles of Incorporation of Pillar Charter School

See attached.

Exhibit C

Agreement and Plan of Merger for
New Century Educational Management Services, LLC
and Pillar Charter School

See attached.

Exhibit D

Assignment of Charter School Contract

See attached.