

## AGENDA

### FIRST MEETING OF THE BOARD OF DIRECTORS SPARTAN INNOVATION BUILDING CORPORATION

June 4, 2015 3:45 PM

Athlos Leadership Academy Conference Room

1. Call to Order: Julie Brown, Incorporator

Julie Brown called the meeting to order at 3:52 PM

Present:

Johan Gjenvick- Board Member

Ann DeGroot- Board Member

Ellen McVeigh- Legal Counsel

Julie Brown- Incorporator

Absent:

Julia Classen- Board Member

2. Ratify Start-up Steps

Ann DeGroot presented a motion to approve the following resolution. Motion was seconded by Johan Gjenvick and was approved unanimously.

RESOLVED: That all of the actions of the incorporator, Julie Brown, including naming the current Board of Directors: Ann DeGroot, Johan Gjenvick and Julia Classen, and obtaining tax identification numbers, and the actions of any other individuals now comprising members of the Board of Directors to effect the corporation's start-up prior to the organization of the corporation today are hereby authorized, ratified and approved.

3. Review Articles of Incorporation and Bylaws

Ann DeGroot presented a motion to approve the following resolution. Motion was seconded by Johan Gjenvick and was approved unanimously.

RESOLVED: That the Articles of Incorporation of the corporation as filed by the Secretary of State of the State of Minnesota on May 13, 2015, are hereby ratified.

Johan Gjenvick presented a motion to approve the following resolution. Motion was seconded by Ann DeGroot and was approved unanimously.

RESOLVED: That the form of Bylaws attached to these resolutions be, and hereby are, approved and adopted.

4. Elect Officers

Ann DeGroot presented a motion to approve the following resolution. Motion was seconded by Johan Gjenvick and was approved unanimously.

RESOLVED: That the Board elects to the respective Offices listed the following individuals to serve until their respective successors are duly elected and qualified:

President: Johan Gjenvick

Secretary/Treasurer: Julia Classan

5. Adopt Fiscal Year

Johan Gjenvick presented a motion to approve the following resolution. Motion was seconded by Ann DeGroot and was approved unanimously.

RESOLVED: That the corporation shall adopt and use as its tax year the period ending last day of June.

6. Adopt Conflict of Interest Policy

Ann DeGroot presented a motion to approve the following resolution. Motion was seconded by Johan Gjenvick and was approved unanimously.

RESOLVED: That the Conflict of Interest Policy, in the form attached to this resolution, be and hereby is, adopted.

7. Approve Application for Exemption from Federal Income Taxation, Form 1023

Ann DeGroot presented a motion to approve the following resolution. Motion was seconded by Johan Gjenvick and was approved unanimously.

RESOLVED: That the corporation be, and it hereby is, authorized to submit a Form 1023 (“Application for recognition of exemption under Internal Revenue Code section 501(c)(3)”), to the Internal Revenue Service, in form and content similar to that attached to these resolutions and reviewed by the Board of Directors; and

FURTHER RESOLVED: That the President and Treasurer be, and hereby are, authorized and directed to take such steps as they shall deem necessary to effectuate the foregoing resolution.

8. Retain Legal Counsel

Johan Gjenvick presented a motion to approve the following resolution. Motion was seconded by Ann DeGroot and was approved unanimously.

RESOLVED: That the corporation be, and it hereby is, authorized to engage Borenstein and McVeigh Law Office LLC, on terms specified in the attached engagement letter, to represent it in connection with its corporate and tax matters, including without limitation the application for tax-exempt status before the Internal Revenue Service, the purchase of real estate and buildings located at 10100 Noble Parkway, Brooklyn Park, Minnesota, which it will lease to Athlos Leadership Academy as a public schoolhouse (the "Property"), and the financing of the real estate transaction via tax-exempt bond financing.

9. Retain Underwriter for Tax-Exempt Bond Financing

Johan Gjenvick presented a motion to approve the following resolution. Motion was seconded by Ann DeGroot and was approved unanimously.

RESOLVED: That the corporation be, and hereby is, authorized to engage Piper Jaffray & Co. on terms specified in the attached engagement letter, to serve as underwriter for an issuance of tax-exempt charter school lease revenue bonds by a government entity to be determined, in an amount that is sufficient to enable the corporation to acquire the Property during FY2016.

10. Other Business

11. Adjourn

Meeting adjourned at 4:13 PM.