

**Resolution to organize and establish
Mountain State Learning Solutions as a West Virginia nonprofit corporation**

Authorizing the retention of legal counsel and organizational undertakings

Whereas, the undersigned individuals desire to form a West Virginia nonprofit corporation for the purpose of constituting a public charter school governing board under West Virginia Code § 18-5G-7 to be called “Mountain State Learning Solutions, Inc” (hereinafter the “Board”);

Whereas, the undersigned individuals (the “Members”) met virtually on August 10, 2021 for an organizational meeting to establish such a governing board;

Therefore, it is resolved, that the Members have selected certain officers to serve for an initial period of time; and, be it further

Resolved, that the Chair or his or her designee is authorized to formally retain the law firm of Hissam Forman Donovan Ritchie PLLC as counsel to the Board (hereinafter “Board Counsel”); and, be it further

Resolved, that Board Counsel is directed to take all appropriate and necessary actions to organize the Board under West Virginia law consistent with this Resolution, including, but not limited to, formally incorporating the Board as a nonprofit corporation, drafting and presenting proposed bylaws, and assisting the Board in the performance of its duties under West Virginia Code § 18-5G-1, *et seq.* and otherwise remain in compliance with governing law.

Approved: August 10, 2021

/s/ The Hon. John Overington

/s/ The Hon. Terry Waxman

/s/ Greg Clutter

/s/ Bryan Hoylman

/s/ Colleen Spotts

Presented by: J. Zak Ritchie, Esq.