

**GOODWIN COLLEGE EDUCATIONAL SERVICES, INC.**

**Resolution GCES 15-02**

**Resolutions of the Board of Directors**

**November 11, 2015**

The Board of Directors of Goodwin College Educational Services, Inc. (the "Corporation"), acting for the Corporation in its capacity as Sole Member of Goodwin College Magnet Schools, Inc. ("GCMS"), hereby:

**RESOLVES**, that it ratifies and confirms the acts and actions of the Incorporator of GCMS, specifically including the approval of the Bylaws of GCMS attached hereto as **Exhibit A** and the election of Merilee DeJohn, Jackie Jacoby, Megan Mehr, and Nilda Perichi as Elected Directors, each to serve a one year term; and further

**RESOLVES**, that it acknowledges that, as provided in the Bylaws, the President, the Chief Financial Officer, and the Vice President for Economic and Strategic Development of Goodwin College, Inc. (respectively, Mark Scheinberg, Jerry Emler, and Todd Andrews) are *Ex-Officio* Directors of GCMS with the right to vote; and further

**RESOLVES**, that the officers of the Corporation are authorized and directed to provide a copy of these Resolutions to GCMS to be included in its corporate records.

**GOODWIN COLLEGE EDUCATIONAL  
SERVICES, INC.**

By \_\_\_\_\_

Its \_\_\_\_\_