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03/25/2011	201108400100	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	.00		.00	.00

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ULMER & BERNE LLP
ATTN: CHRISTINE DZIAK
1660 W. 2ND ST., STE 1100
CLEVELAND, OH 44113

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

1620712

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FRIENDS OF BREAKTHROUGH SCHOOLS

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

201108400100



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 22nd day of March, A.D.
2011.

Ohio Secretary of State

3/22/2011 11:45:44 AM

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Prescribed by:

The Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

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Mail Form to one of the Following:

- ☐ Yes: PO Box 1390
 Columbus, OH 43216
 *** Requires an additional fee of \$100 ***
- ☒ No: PO Box 1329
 Columbus, OH 43216

**Certificate of Amendment by
 Shareholders or Members
 (Domestic)
 Filing Fee \$50.00**

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit ☐ Amended (122-AMAP)	PLEASE READ INSTRUCTIONS ☐ Amendment (126-AMDS)	(2) Domestic Nonprofit ☐ Amended (126-AMAN)	☒ Amendment (128-AMO)
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Complete the general information in this section for the box checked above.

Name of Corporation: Friends of E Prep Schools

Charter Number: 1620712

Name of Officer: John Zitzner

Title: President

☒ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☒ A meeting of the ☐ shareholders ☐ directors (nonprofit only)

☐ members was duly called and held on March 15, 2011
 (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 100 % as the voting power of the corporation.

☐ In a writing signed by all of the ☐ shareholders ☐ directors (nonprofit amended articles only)
☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

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All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: Friends of Breakthrough Schools

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

(city, village or township)

(county)

THIRD: The purposes of the corporation are as follows:

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

REQUIRED
Must be authenticated
(signed) by an authorized
representative
(See instructions)

[Signature]
Authorized Representative
Christine T. Dziak
(Print Name)

3/15/11
Date

[Signature]
Authorized Representative
JOHN ZITNER, President
(Print Name)

3/24/11
Date

Resolutions for Board of Directors' Meeting – March 15, 2011

WHEREAS, the Board of Directors (the "Board") of the FRIENDS OF E PREP SCHOOLS (the "Friends of E Prep") has determined that it is in the best interests of Friends of E Prep to change its name to "Friends of Breakthrough Schools" and to authorize the segregation and disposition of certain of its bank accounts and funds; and

WHEREAS, the segregation of bank accounts and disposition of funds will avoid confusion among donors and permit ease of administration and fundraising consistent with the Friends of E Prep mission to raise funds both for Cleveland Entrepreneurship Preparatory School and other nonprofit public or community schools that may be organized in the future; and

WHEREAS, the Friends of E Prep operating fund account (the "Operating Account"), the capital fund account (the "Capital Account"), and a general fund account (the "Friends of Breakthrough Account") will each have cash balances that require segregation, earmarking and clear direction as to fund disposition and use; now, therefore,

IT IS HEREBY RESOLVED, by the Board of the Friends of E Prep, that effective July 1, 2011 (the "Effective Date"), the "Friends of E Prep Schools" name shall be changed to the "Friends of Breakthrough Schools" and the President of the Board and/or his designee shall be authorized to execute and deliver all documents required for amendment of the Articles of Incorporation to reflect such name change, and, be it further

RESOLVED, that, on and after June 30, 2011, all funds in the Operating Account and the Capital Account shall be segregated from all other funds and accounts of Friends of E Prep and formally dedicated as Trustee-managed accounts (the "Trustee-Managed Accounts") under the exclusive management and control of three (3) trustees one of whom shall be John Zitzner with the other two trustees to be named by John Zitzner (the "Trustees of the Trustee-Managed Accounts"); and, be it further,

RESOLVED, that current gifts and donations to the Trustee-Managed Accounts and future gifts to the Drive for Growth and Sustainability shall be held and managed by the Trustees of the Trustee-Managed Accounts, and used primarily for the benefit of the Cleveland Entrepreneurship Preparatory School, Village Preparatory School, and other schools in the E Prep family, subject to any donor-related restrictions or limitations imposed by reason of the purposes specified by the Trustee-Managed Accounts, if any, and, be it further

RESOLVED, that effective on and after June 30, 2011, the Friends of Breakthrough Account and any other gifts received and funds raised shall be managed and controlled by the Board for the benefit of the newly-named Friends of Breakthrough Schools; and, be it further;

RESOLVED, that any and all monetary obligations that accrued on or before June 30, 2011, which, due to timing issues, are not able to be paid until after the Effective Date, shall be paid from funds in the accounts to which those obligations relate, respectively, the Operating

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Account, the Capital Account and the Friends of Breakthrough Account, as the case may be, so that all such obligations can be fully satisfied; and, be it further,

RESOLVED, that the President of the Corporation and/or his designee(s) are hereby authorized and directed to take immediate steps to execute any documents, agreements or instruments required to carry out the intent of these Board-approved resolutions.

Approved this 15th day of March 2011 by a vote of those present at the Board meeting of this date by a vote as follows:

10 Approved

0 Opposed

0 Abstained

Certified this 15th day of March, 2011, by:

Thomas P. Ridge

Jack moved

Mike second