

**UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS OF
DREAM IT. DO IT. SOUTHEAST TEXAS EDUCATION FOUNDATION, INC.
IN LIEU OF ORGANIZATIONAL MEETING**

The undersigned, being all of the members of the initial Board of Directors of Dream It. Do It. Southeast Texas Education Foundation, Inc., named in the Corporation's Certificate of Formation filed with the Secretary of State of Texas, pursuant to Section 6.201 of the Texas Business Organizations Code, adopt the following resolutions in lieu of holding an Organizational Meeting of the Board of Directors.

ARTICLES OF INCORPORATION

RESOLVED, that the Acknowledgment of Filing issued by the Secretary of State of Texas and the certified copy of the Certificate of Formation of the Corporation filed with the Secretary of State of Texas on September 30, 2015, are approved, and the Secretary of the Corporation is instructed to place same in the minute book of the Corporation.

BYLAWS

RESOLVED, that the Bylaws submitted to the undersigned are approved and adopted as the Bylaws of the Corporation and the Secretary of the Corporation is instructed to place same or a certified copy thereof in the minute book of the Corporation.

PRINCIPAL OFFICE

RESOLVED, that the Corporation's principal office be located and maintained at 203 Ivy Ave., Suite 200, Deer Park, Texas 77536, and that meetings of the Board of Directors from time to time may be held either at the principal office or at such other place as the board of directors shall from time to time order.

MINUTE BOOK AND CORPORATE RECORDS

RESOLVED, that the corporate record book is adopted as the record book of the corporation, and further,

RESOLVED, that the Corporation maintain appropriate corporate records in the corporate record book, including but not limited to originals, copies or certified copies of the Corporation's original and any amended, corrected or restated, Acknowledgment of Filing, Certificate of Formation, Bylaws, minutes of meetings, and written consents.

SEAL

RESOLVED, that the seal now presented at this meeting, an impression of which is directed to be made in the minutes of this meeting be and the same hereby is adopted as the seal of the corporation, and further,

RESOLVED, that the Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

OFFICERS

RESOLVED, that the following persons are elected to the offices set forth opposite their names to serve as such at the pleasure of the Board of Directors or pursuant to the terms of any written employment agreement executed by the Corporation and the respective officer:

President	Michelle Hundley
Vice-President	<i>TBD</i>
Secretary	Debi Jordan
Treasurer	Allatia Harris

EMPLOYMENT AGREEMENTS

RESOLVED, that the President of the Corporation is authorized to execute on behalf of the Corporation, an employment agreement with **Denise Smesny**.

BANK ACCOUNT

RESOLVED, that the Corporation establish in its name one or more accounts with one or more financial institutions on such terms and conditions as may be agreed with said financial institutions, and that the officers of the Corporation are authorized to execute any resolutions required by said financial institutions for such accounts and to designate the person or persons authorized to write checks on such accounts on behalf of the Corporation.

ORGANIZATIONAL COSTS

RESOLVED, that the attorney's fees, filing fees and other expenses and charges incurred and that may be incurred by the Corporation or persons acting on behalf of the Corporation in connection with the formation of the Corporation are reasonable and shall be paid or reimbursed by the Corporation.

ACCOUNTABLE PLAN

RESOLVED, that the Corporation establish an "Accountable Plan" whereby directors, officers and employees may receive advances for or reimbursement of expenses if: (1) the expense has a stated business purpose related to the Corporation; (2) the director, officer, or employee provides substantiation to the Corporation for all expenses; and (3) the director, officer or employee returns all excess reimbursements within a reasonable time, and further,

RESOLVED, that the following methods will meet the "reasonable time" definition: (1) an advance is made within thirty (30) days of when an expense is paid or incurred; (2) an

expense is substantiated to the Corporation within sixty (60) days after the expense is paid or incurred; and (3) an excess amount is returned to the Corporation within one hundred twenty (120) days after the expense is incurred, and further,

RESOLVED, that substantiation of business expenses will include: business purpose, business relationship (including names of persons present), cost (itemized accounting), time, and place; and, auto mileage reimbursed must be substantiated by a daily mileage log which separates business and personal miles.

FISCAL YEAR

RESOLVED, that the Corporation's fiscal year shall begin on January 1, and end on December 31, subject to change by resolution, as appropriate, at the discretion of the Board of Directors..

PROFESSIONAL SERVICES

RESOLVED, that **Barbara Fratila of Gilbert & Furey Attorneys at Law** be retained as legal counsel for the Corporation, to serve at the pleasure of the Board of Directors.

RESOLVED, that **Peterson CPA Firm** be retained as accounting firm for the Corporation, to serve at the pleasure of the Board of Directors.

FURTHER INSTRUCTIONS TO OFFICERS

RESOLVED, that the officers of the Corporation are authorized to do all things and take all action necessary and helpful to carry out the above resolutions and all acts of the officers and any persons acting for the Corporation which are consistent with the above resolutions are ratified and adopted as the acts of the Corporation.

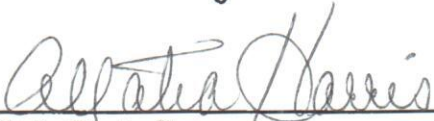
DATE: January 4, 2016.



Michelle Hundley, President



Debi Jordan, Secretary



Allatia Harris, Treasurer