

MINUTES OF INITIAL MEETING

OF

BOARD OF DIRECTORS

OF

HARDIN VALLEY ACADEMY FOUNDATION, INC.

The initial meeting of the Board of Directors of the Corporation immediately followed the meeting of the Incorporator.

There were present the following: SALLEE REYNOLDS, DALL
COMBS, GARY ROWCLIFFE, DOUGLAS SHOVER,

being all _____ of the Directors of the Corporation.

The meeting was called to order by Gary D. Rowcliffe, acting as temporary chairman pending the election of officers of the Corporation. It was moved, seconded and unanimously carried that Gary D. Rowcliffe act as temporary chairman and that Sallee H. Reynolds act as temporary secretary.

The Chairman noted that it was in order to consider electing officers for the ensuing year. Upon nominations duly made and seconded, the following were unanimously elected officers of the Corporation, to serve for the ensuing year and until their successors are elected and qualified:

President: GARY D. ROWCLIFFE
Secretary: SALLEE REYNOLDS
Treasurer: PAVE GRAVES

Upon the election of the above named officers, the temporary chairman surrendered the meeting to the President for the further conduct of business.

The Board next ratified the actions of the Incorporator, including obtaining the Employer Identification Number for the Corporation and discharged the Incorporator from any

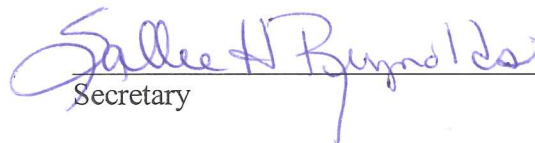
further duties as Incorporator.

The Board then unanimously adopted a resolution that the Corporation immediately pursue obtaining full non-profit tax exempt certification pursuant to Section 501(c) (3) of the Internal Revenue Code ("IRS"), and directed the President and Secretary to work with Christopher W. Martin of Ayres and Parkey, Attorneys to file all forms and applications necessary to complete tax exempt certification. The Board further unanimously adopted a resolution that the Corporation name Christopher W. Martin of Ayres and Parkey, Attorneys as attorney in fact under IRS Form 2848 as power of attorney for the Corporation to transact all business with the IRS necessary to obtain tax exempt status.

The Board then reviewed the By-Laws of the Corporation and ratified and confirmed the same including all attachments and exhibits.


The Board further unanimously adopted a resolution that the Corporation complete any required registrations with the State of Tennessee and Knox County Schools as an official School Support Organization and that all funding and record keeping comply with the requirements of the School Support Organization Financial Accountability Act of 2007, as amended.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.


Secretary

Attest:
Board of Directors


Rene O. Graves


GARY A. FOWLIFFE

RENE GRAVES