

**CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE BOARD OF TRUSTEES OF WORDSWORTH ACADEMY**

WHEREAS, the Board of Trustees has reviewed the materials presented by the management staff and the advisors of the Organization regarding the liabilities and liquidity situation of the Organization, the strategic alternatives available to it, and the impact of the foregoing on the Organization and its operations;

WHEREAS, the Board has had the opportunity to consult with the management staff and the advisors of the Organization and fully consider each of the strategic alternatives available to the Organization;

WHEREAS, the Board, in accordance with the requirements of the Organization's Articles and Bylaws, has approved and consented to the actions set forth below;

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board of the Organization, it is desirable and in the best interests of the Organization, its mission, and its creditors and other parties in interest, that the Organization file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101 et seq., the "Bankruptcy Code"); and be it further

RESOLVED, that any of the Chairman of the Board, Acting Chief Executive Officer, President, Treasurer, Secretary, Chief Financial Officer and such other officers as may be designated by the Acting Chief Executive Officer (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Organization all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including but not limited to motions to obtain the use of cash collateral, and provide adequate protection therefore, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case; and be it further

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Dilworth Paxson LLP as general bankruptcy counsel to represent and assist the Organization in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Organization's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Dilworth Paxson LLP; and be it further

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Organization in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and be it further

*[Handwritten signature]*  
6/22/17

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Organization or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Organization, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and be it further

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Organization, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified; and be it further

RESOLVED, that, in accordance with the Bylaws of the Organization, written Consents to these Resolutions may be executed in counterparts, and these Resolutions shall be effective when counterpart Consents have been executed by all of the members of the Board of Trustees.

IN WITNESS WHEREOF, on behalf Wordsworth Academy, a Pennsylvania Nonprofit Corporation, I have executed this Consent approving the above-stated Resolutions as of the date and year written below

DocuSigned by:  
*Tom Johnson*  
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\_\_\_\_\_  
Tom Johnson, Chairperson

Dated: June 12, 2017

\_\_\_\_\_  
Stephen Figlin, Vice Chairperson

Dated: June \_\_, 2017

\_\_\_\_\_  
Howard Levy, Treasurer

Dated: June \_\_, 2017

\_\_\_\_\_  
Douglas Oliver, Secretary

Dated: June \_\_, 2017

DocuSigned by:  
*Gerald Schatz*  
\_\_\_\_\_  
Gerald Schatz

Dated: June \_\_, 2017

DocuSigned by:  
*Jeanette Williams*  
\_\_\_\_\_  
Jeanette Williams

6/12/2017

Dated: June \_\_, 2017

\_\_\_\_\_  
Tammy Meister

Dated: June \_\_, 2017

DocuSigned by:  
*Tiffany Doyle*  
\_\_\_\_\_  
Tiffany Doyle

Dated: June 12, 2017

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Douglas Oliver, Secretary Dated: June \_\_, 2017

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Gerald Schatz Dated: June \_\_, 2017

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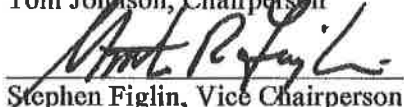
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