

**NOTICE OF SPECIAL MEETING
OF THE
BOARD OF TRUSTEES
OF**



CHARTER SCHOOLS

Notice is hereby given that on the 27th day of July, 2009, the Board of Trustees of the Austin Can! Academy charter, Dallas Can! Academy charter, Fort Worth Can! Academy charter, Houston Can! Academy charter, and San Antonio Can! High School charter will hold a special meeting at 12:00 p.m., in the Oak Cliff facility, which is located at 325 W. 12th Street, Dallas, Texas. The subjects to be discussed are listed on the agenda, which is attached to and made a part of this Notice.

If during the course of the meeting covered by this Notice, the Board of Trustees should determine that a closed meeting of the Board of Trustees is required, then such closed meeting as authorized by the Texas Open Meetings Act, Texas Government Code Section 551.001 et seq., will be held by the Board at the date, hour, and place given in this Notice or as soon after the commencement of the meeting covered by this Notice as the Board may conveniently meet in such closed meeting concerning any and all purposes permitted by the Act.

Should any final action, final decision, or final vote be required in the opinion of the Board with regard to any matter considered in such closed meeting, then the final action, final decision, or final vote shall be either:

- (a) in the open meeting covered by the Notice upon the reconvening of the public meeting; or
- (b) at a subsequent public meeting of the Board upon notice thereof; as the Board shall determine.

On this 24th day of July, 2009, this Notice was posted on the bulletin board in the Administration Building, 325 12th Street, Dallas, Texas, at 12:00 p.m. on said date.

Richard Marquez
President



**SPECIAL MEETING
OF THE
CHARTER SCHOOLS
BOARD OF TRUSTEES
JULY 27, 2009
12:00 P. M.**

AGENDA

- I. Call to Order – Invocation

- II. Be it resolved that the Board of Trustees of America Can! gives their approval to hire Freemon, Shapard & Story CPA, as independent auditors for the year ended August 31, 2009 Financial Audit. *Action Item*

- III. BE IT RESOLVED BY THE BOARD OF DIRECTORS OF AMERICA CAN! (“the “User”), *Action Item* as follows:
 1. The User does hereby approve, adopt, authorize, direct, ratify and confirm:
 - (a) the incurrence of the indebtedness by the User for the purposes set forth in, and the transactions to be undertaken pursuant to, the agreements, documents and instruments described on Schedule I hereto (collectively the "Financing Documents");
 - (b) the terms and provisions of the Financing Documents;
 - (c) the representations, warranties, covenants and agreements made by the User in the Financing Documents.
 2.
 - (a) The Financing Documents are approved in substantially the form and of substantially the content as the Financing Documents presented to and considered by the Board of Directors.
 - (b) The Financing Documents presented to, considered and adopted by the Board of Directors shall be filed in the permanent records of the User.
 3. The President, Richard Marquez, Vice President, Business Services, Llewellyn Blackburn, and Vice President, Capital Resources, Thomas Hauser, of the User are each hereby authorized and directed to execute, acknowledge, attest and deliver those of the documents described on Schedule I hereto to which the User is a party signatory thereto, in the name and on behalf of the User, with such changes or additions thereto or deletions therefrom as such officers shall approve, which approval shall be conclusively evidenced by execution of such documents as so provided.
 4. The performance by the User of the acts, and the execution and delivery by the User of the documents, instruments and agreements described and provided herein by any person duly authorized:
 - (1) shall be conclusively presumed to be in the usual and regular course of the business of the User;
 - (2) shall be binding on the User; and
 - (3) will not be in contravention of any provision or restriction of the User’s documents of organization or governance, or any agreement or indenture to which the User is a party (and if, notwithstanding the foregoing, there should be any such inconsistent or conflicting provision or restriction in the bylaws or operating agreements of the User the same are hereby expressly waived and amended by the terms hereof).



**SPECIAL MEETING
OF THE
CHARTER SCHOOLS
BOARD OF TRUSTEES**

**JULY 27, 2009
12:00 P. M.**

AGENDA

5. The officers of the User, or any one or more of them, are hereby authorized and directed to do and perform or cause to be done or performed in the name and on behalf of the User such other acts, and execute, deliver, file and record such other instruments, documents, certificates, notifications and related financing documents, all as shall be required by law or necessary or desirable to carry out the provisions and purposes of this resolution and the Financing Documents or to demonstrate the validity of said documents, to complete the financings and creation and perfection of the security interests herein authorized, or to demonstrate the absence of any pending or threatened litigation with respect thereto.

6. Any prior actions taken or documents executed by any officers of the User in connection with the Financing Documents and the transactions herein authorized and approved are hereby ratified and confirmed.

7. The User hereby designates the Obligation to be issued pursuant to the Financing and Lease Agreement to be a qualified tax-exempt obligation within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

IV. Adjourn

