

BREAKAWAY POINTE CORP.

Resolutions of the Board of Directors Amending the Certificate of Formation and the Bylaws
As of December 19, 2017

The Board of Directors of Breakaway Pointe Corp. ("Corporation"), an Alabama nonprofit corporation, pursuant to the Corporation's Certificate of Formation and Bylaws, if any, and pursuant to Sections 10A-1-3.13 and 10A-3-4.01 et seq. of the Code of Alabama as amended, does hereby adopt and enact the following Resolutions by at least a majority vote, with a valid quorum being present at a properly called Board meeting at which all notices, if any required, were provided or waived, and direct that a copy of these Resolutions be filed with the minutes of the Corporation.

WHEREAS, the Corporation desires to ensure the furtherance of and adherence to the Corporation's charitable purposes and the efficient performance of any lawful activity that may be conducted by exempt organizations under Section 501(c)(3) of the Internal Revenue Code as amended, or the corresponding provision of any future United States Internal Revenue Law pertaining to such entities;

WHEREAS, the Corporation desires to coordinate and work closely with LifeLink Career Resource Center, Inc., an Alabama non-profit corporation ("LifeLink") also working to prepare inmates, through education, vocational training and other forms of assistance, to live and work successfully and productively in the free world; and

WHEREAS, the Corporation deems it advisable to amend its Certificate of Formation and governing structure to improve the accomplishment of the goals stated herein above, while remaining an Alabama nonprofit corporation.

NOW, THEREFORE, BE IT RESOLVED at this properly noticed meeting of the Board of Directors that the attached Certificate of Amendment to the February 1, 2017 Certificate of Formation is hereby adopted and shall be filed with the Judge of Probate of Shelby County, Alabama, amending Section 3 of the prior Certificate and providing that the Corporation shall now have at least one Member;

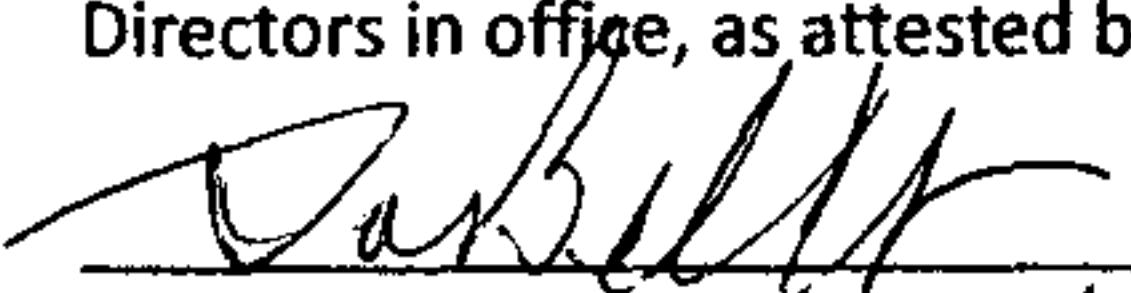
RESOLVED FURTHER that that the attached Certificate of Amendment shall supersede the Corporation's original certificate of formation and all amendments thereto; and

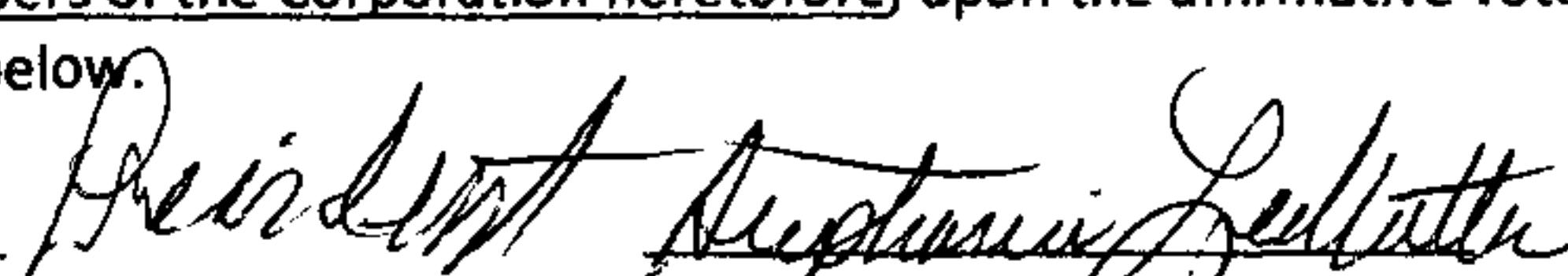
RESOLVED FURTHER that the Corporation shall have at least one total Member, which shall have all necessary authority to elect, replace and remove Directors of the Board of Directors of the Corporation and to adjust the size of the Board pursuant to the numerical limits established in the Bylaws;

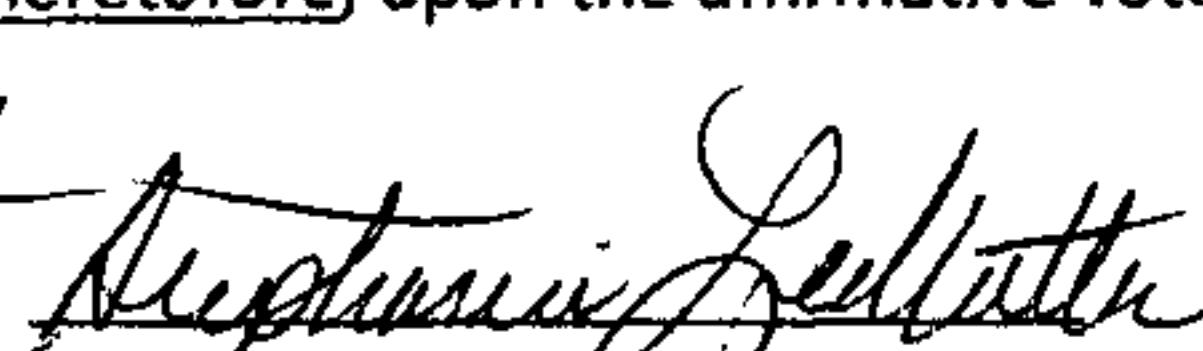
RESOLVED FURTHER that the sole initial Member of the Corporation shall be LifeLink; and

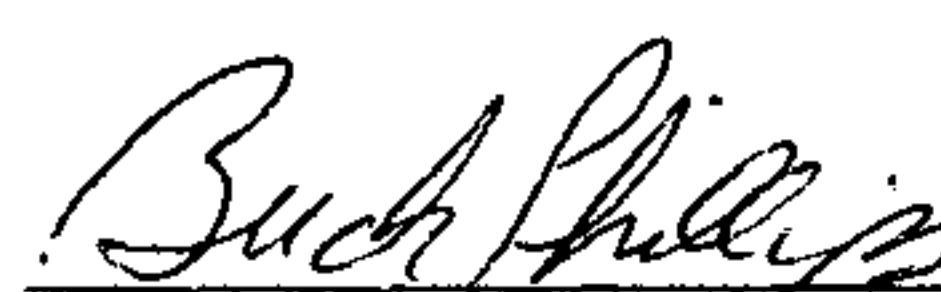
RESOLVED FURTHER that the Corporation's Bylaws, including but not limited to Sections 3.01, 4.01, 4.02, 4.04, 4.05 and 4.06, shall be amended to give effect to these Resolutions providing for a sole Member, LifeLink, with authority to elect, replace and remove Directors and to adjust the size of the Board pursuant to the numerical limits established elsewhere in the Bylaws.

ADOPTED AND EXECUTED on December 19, 2017 and made effective December 31, 2017 by the Board of Directors, there being no Members of the Corporation heretofore, upon the affirmative vote of at least a majority of the Directors in office, as attested below.


Chairman or Vice Chairman


President


Secretary or Assistant Secretary


Officer Verifying (Buck or Paula Phillips)


20180703000236600 1/2 \$18.00
Shelby Cnty Judge of Probate, AL
07/03/2018 10:08:38 AM FILED/CERT

I hereby tender my resignation from the Breakaway Pointe Board of Directors effective December 31, 2017.



Member name

12/21/2017

Date



Member name

12/19/17

Date



Member name

12-19-17

Date



Member name

12-19-17

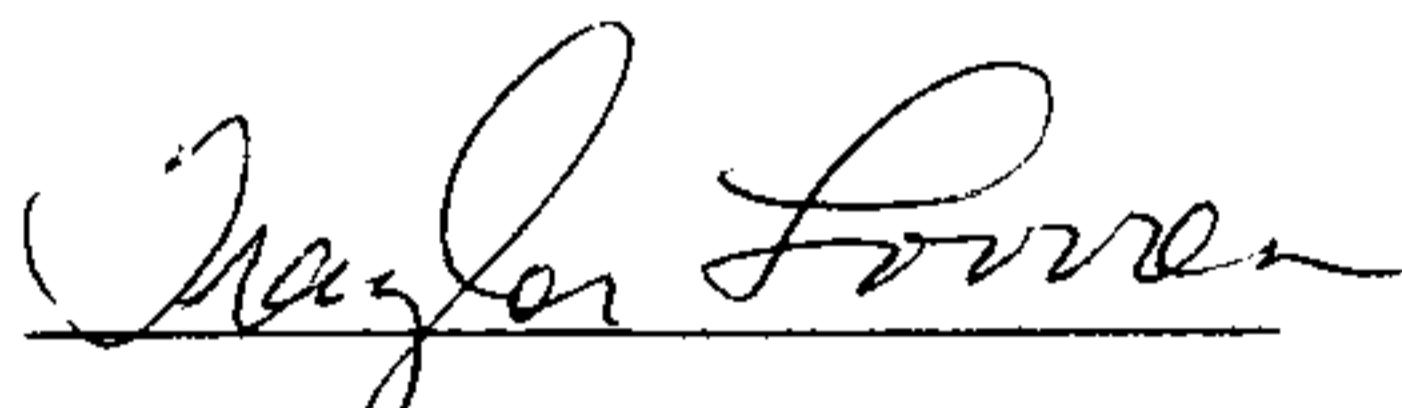
Date



Member name

12/19/2017

Date



Member name

12/19/2017

Date



Member name

12/20/2017

Date

