

Archimedean Academy, Inc.
Board of Directors
Meeting: Wednesday, June 24, 2020
Minutes of the meeting

ATTENDING BOARD MEMBERS:

Chairman Dr. George Kafkoulis; Treasurer Mr. Jeff Taraboulos; Corporate Secretary Mr. Frank Berrizbeitia; Vice President Mr. Aleco Haralambides. Board member Mr. Chris Korfiatis. The C.E.B.O. Mr. Dimitri Bardoutsos also attended.

Agenda: Wednesday, June 24, 2020

APPROVAL OF PREVIOUS MEETING JUNE 10, 2020.
Discussions on Refinancing & Purchase of Ownership.
Challenges for Visa Holders - Greek Teachers.
Update on the MDC # 362 legal challenge.
Update on the FY 2021 Budget.
Threat Assessment Policies.
New Business.

Discussions and Resolutions:

The minutes of the previous meeting June 10, 2020 were read and approved.

The Chairman gave a synopsis of the multiple items of the AGENDA.

Governor DeSantis has increased the starting salary of the First year teachers and this requires a reschedule of all the salaries. The Board agreed to set out several workshop meetings to approve the FY2021 Budget. We still do not have the definite FTE.

The Board discussed the Ziegler proposal and agreed to support the increase of the total loan amount to be paid by Archimedean Properties LLC to 23 million and negotiate the terms and conditions to the best benefit of the Archimedean Academy Inc.

There were two resolutions approved unanimously by the Board. To authorize the CEBO to proceed to purchase all HEPA filters & Ionizers necessary to have the school ready in the event we open in August 2020.

The other resolution was concerning the THREAT ASSESSMENT POLICY which is attached below.

The meeting was adjourned at 10:07 PM.

ARCHIMEDEAN ACADEMY INC.

A handwritten signature in blue ink, appearing to read "Frank Berrizbeitia", is written over a faint, illegible background.

By: Frank Berrizbeitia
Corporate Secretary
Archimedean Schools

ARCHIMEDEAN ACADEMY INC.
Board Of Directors
Meeting of Wednesday June 24th, 2020

Corporate Resolution

Board of Directors Resolution dated Wednesday June 24th, 2020.

The undersigned hereby certifies that he is the Acting Recording Secretary of Archimedean Academy Inc, a not-for-profit corporation organized and existing under the laws of the State of Florida and that the following is a true and correct copy of a resolution adopted by the Governing Board of Archimedean Academy Inc. at a meeting held Wednesday June 24th , 2020.

RESOLVED by the Governing Board to adopt and ratify its Threat Assessment Policy as it appears in the "ARCHIMEDEAN SCHOOLS: Threat Assessment Policy Manual version 01.2" and likewise adopt current policies; procedures and protocols of the MDCPS that appear in the "MDCPS Threat Assessment and Mental Health Services guide" covered in the Threat Assessment and Response Protocol, FM07719 rev (08-19)

Furthermore the Board requested that all ARCHIMEDEAN schools adhere to the district's request for transparency and compliance. The foregoing was adopted by the Board of ARCHIMEDEAN ACADEMY, INC. and this resolution was approved unanimously.

Furthermore, the Adoption of said resolution was in all respects legal and that said resolution is in full force and effect and has not been modified or rescinded.

DATED This Wednesday June 24th, 2020

ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia

Corporate Secretary

Archimedean Board of Directors.

Archimedean Academy, Inc.
Board of Directors
Meeting: Wednesday, June 10, 2020

Minutes

A meeting of the Board of Directors was convened by Dr. George Kafkoulis, the corporation's President, in Miami, on Wednesday, June 10, 2020. The following Directors were online on the Zoom Social meeting network: Chairman Dr. George Kafkoulis; Treasurer Mr. Jeff Taraboulos; Corporate Secretary Mr. Frank Berrizbeitia; Vice President Mr. Aleco Haralambides. Also present was Board member Mrs. Catherine Hernandez and therefore a quorum was obtained. Frank Berrizbeitia acted as secretary to the meeting and kept the minutes. The C.E.B.O. Mr. Dimitri Bardoutsos also attended.

Agenda

- Approval of minutes of previous meeting May 27, 2020.
- Discussion and possible approval of the Zeigler Engagement letter for Financing of the Archimedean Properties, LLC for acquisition of 100% ownership of the Archimedean main campus by Archimedean Academy, Inc.
- Report from Auditors or in-house comptroller as to review of 2019 books.
- Re-inspections of FY2020 Archimedean School's financial statements
- School-Year 2020-2021 preparations and updates on the budget of FY 2021
- Review of current legal issues regarding Ref #362
- Budget Workshops schedule
- New Business

Meeting called to order 7:47

Minutes of May 27, 2020 were unanimously approved.

Board undertook a discussion of the negotiation with Ziegler for the refinancing for the Archimedean Academy, LLC. The structure of this financing would include the acquisition of 100% interest of the Archimedean Properties LLC; refinancing of the Regions loan; and capitalization of property improvements (Cafetorium, Gymnasium, etc.). Proposed rate is

between 3.75- 4.25 with 100% loan to value, no appraisal and no reserve account required. A three part motion was set forth by Mr. Haralambides:

These Motions were approved unanimously.

There is no new information from the auditors in the review of the 2019 financial records. Dr. Kafkoulis clarified a deadline of Friday June 12 given to the accountant to complete a review of financial statements.

In a review of the legal case regarding Ref #362, Dr. Kafkoulis reported that Judge Areces ruled in favor of Archimedean Schools against MDCPS. The City of Aventura has joined the Archimedean Schools in this case.

Dr Kafkoulis presented a preliminary review of the FY 2020-2021 budget. Due to a delay in the release of the Florida budget, the current expectation is that funding from Tallahassee will be flat for the next two years which will impact the development of the FY 2020-2021 budget. A full review of the budget will be available at our June 24th meeting.

Meeting adjourned 9:48pm

ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia

Corporate Secretary

Archimedean Board of Directors.

Archimedean Academy, Inc.

Board of Directors

Meeting Wednesday June 10th, 2020

Corporate Resolution

Board of Directors Resolution dated Wednesday June 10th, 2020.

The undersigned hereby certifies that he is the Acting Recording Secretary of **Archimedean Academy Inc.**, a not-for-profit corporation organized and existing under the laws of the State of Florida and that the following is a true and correct copy of a resolution adopted by the Governing Board of **Archimedean Academy Inc.** at a meeting held **June 10th 2020.**

Our Chairman Dr. George Kafkoulis is authorized to engage pursuant to the terms of the financial terms submitted by ZIEGLER INVESTMENT BANKING to 1) To secure the funds in the Bond market for the purchase of the 100% interest of the real estate held by ARCHIMEDEAN PROPERTIES LLC.

2) accept the terms to be submitted to the MDC Commissioners allowing for the pursuit of this refinancing option via Municipal Bonds.

3) To hire Bond Financing counsel to provide a necessary review of the Miami Dade County Commissions ` approval to pursue the requested refinancing.

Furthermore the Board requested that all resolutions adhere to the district's request for transparency and compliance. The foregoing was adopted by the Board of ARCHIMEDEAN ACADEMY, INC. and this resolution was approved unanimously.

Furthermore, the Adoption of said resolution was in all respects legal and that said resolution is in full force and effect and has not been modified or rescinded.

DATED This **Wednesday June 10th, 2020**

ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia

Corporate Secretary Archimedean Schools.

ARCHIMEDEAN ACADEMY INC.

Board of Directors

Meeting: Wednesday, May 27, 2020

Minutes

A meeting of the Board of Directors was convened by Dr. George Kafkoulis, the corporation's President, in Miami, on Wednesday, May 27, 2020. The following Directors were online on the Zoom Social meeting network: Chairman Dr. George Kafkoulis; Treasurer Mr. Jeff Taraboulos; Corporate Secretary Mr. Frank Berrizbeitia; also present were Board members Mrs. Catherine Hernandez and Mr. Chris Korfiatis and therefore a quorum was obtained. Frank Berrizbeitia acted as secretary to the meeting and kept the minutes. The C.E.B.O. Mr. Dimitri Bardoutsos also attended.

Agenda

Readings of the minutes of the previous meeting of May 13th, 2020

- Review of projections of FY 2021-2025 and audited financials for FY 2019
- Discussion of format and preparations for School Year 2020-2021
- PPE and School building readiness
- New traffic operation plans for School Year 2020-2021
- New Business

Meeting called to order 7:38

Minutes unanimously approved for the meeting of May 13, 2020.

Discussion of the audited financials for FY 2019 the Board was informed that an independent account will be identified to review the audited financial statement for FY 2019 to determine accuracy.

A review and discussion of a possible change of the class schedule in the AMC to increase course instruction by 30 minutes per day creating a new school schedule 8:30am - 4:00pm. A new traffic operation plan is being considered to obtain a new plan that will accommodate a schedule change implementation. This plan will be reviewed by Kimley Horn.

A discussion of how to reopen Archimedean Schools post COVID-19 included a review of safety measures needed prior to the opening of School in fall 2020. This includes a plan for obtaining PPE for Archimedean employees and

students. In addition, under consideration are improved disinfecting procedures and installation of hands-free water fountains and washbasins.

Meeting was adjourned 10:25

ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia
Corporate Secretary
Archimedean Schools

ARCHIMEDEAN ACADEMY INC.,
Board of Directors
Meeting: Wednesday, May 13, 2020

Minutes of the meeting

A meeting of the Board of Directors was convened by Dr. George Kafkoulis, the corporation's President, in Miami, on Wednesday, May 13, 2020. The following Directors were online on the Zoom platform: the Chairman Dr. George Kafkoulis; the Vice-President Aleco Haralambides; The treasurer Mr. Jeff Taraboulos; The Corporate Secretary Mr. Frank Berrizbeitia; also present were Board members Mrs. Catherine Hernandez and Mr. Chris Korfiatis and therefore a quorum was obtained. Frank Berrizbeitia acted as secretary to the meeting and kept the minutes. The C.E.B.O. Mr. Dimitri Bardoutsos also attended.

AGENDA:

- Readings of the minutes of the previous meeting of April 8th, 2020.
- Ratifications of the By-laws as they appear in our Articles of Incorporation.
- Discussions and approval of the new school 2020-2021 calendar.
- legal issues.
- Best and brightest teacher's report
- Presentation of budget projections version 9.1.
- Chairman's report and additional budget issues.
- New Business.

Discussions and Motions

Meeting called to order at 19:35 hours. The minutes of the previous meeting of April 8th, 2020 were read and approved.

The Board discussed the need to ratify the by-laws of the Archimedean Academy Inc similar as they appear on the articles of incorporation but To be defined and updated if necessary. The Vice President submitted a proposed resolution that was seconded by Dr. Kafkoulis and Board member Mrs. Hernandez outlining the By-laws as stated in our Articles of Incorporation and this was approved unanimously.

The Chairman then requested that we approve the MDCPS school calendar 2020-2021 with the proviso that Dr. Kafkoulis had the authority to request

any adjustments or modifications if he saw fit for the smooth running of the Archimedean Schools.

There was a third resolution adopted for the disbursement of the Best and Brightest * award and these were all approved by the majority of the Board members present.

The Chairman also presented his five-year projections FY 2021-2025 based on certain premises and mentioned these were requested by the landlord in preparation for a future refinancing of the School's main campus. The CEBO mentioned that AA Inc. would be receiving a MOODY's rating and that this may have an impact on the interest rate to be charged. The discussions were tabled for the next meeting and to channel the information to the AUDIT committee in order to receive their assessment of these figures. The Board approved the renewal of the lease of Pre-K facility with Sunset Construction, Inc., for the period of Jun 30, 2020 through Jun 30, 2022 at the same rate as the previous four years

The Treasurer suggested that we authorize a drive-through parade at the campus for all Archimedean Schools this year to celebrate our students' accomplishments. This was approved by the board with the requirement that the PTO's organize these items and all participants remain in their vehicles and wear masks and maintain social distances.

There being no further business the meeting was adjourned.
Respectfully submitted,

ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia
Corporate Secretary
Archimedean Schools

Archimedean Academy, Inc.
Board of Directors
Corporate Resolution Wednesday, May 13th, 2020.

The undersigned hereby certifies that he is the Acting Recording Secretary of **Archimedean Academy Inc**, a not-for-profit corporation organized and existing under the laws of the State of Florida and that the following is a true and correct copy of a resolution adopted by the Governing Board of **Archimedean Academy Inc.** at a meeting held Wednesday, **May 13th, 2020.**

RESOLVED by the Governing Board to adopt the following BY-LAWS of **ARCHIMEDEAN ACADEMY, INC.**

1. General:

1.1 Name: The name of the corporation is ARCHIMEDEAN ACADEMY, INC., hereinafter referred to as the "Corporation" or "Archimedean".

1.2 Principal Office: The principal office of the Association shall be at: 12425 SW 72nd Street, Miami, FL 33183.

1.3 Mission: The mission of Archimedean is to initiate the young mind into the art of thinking through the teaching of Mathematics and the Greek Language.

2. Directors:

2.1 Election of Directors: The Directors are elected as stated in the Articles of Incorporation of the Corporation.

3. No Compensation: By resolution of the Directors on October 24th, 2010 and ratified on July 24th, 2013 and October 9th, 2019

A. Officers will not receive compensation for services rendered as officers of the Corporation; and

B. The Directors will not receive compensation for services rendered in their capacities as Directors.

4. Miscellaneous: These Bylaws are subject to the Articles of Incorporation.

5. Construction:

Wherever the masculine singular form of the pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, wherever the context so requires.

Should any of the covenants herein imposed be void or unenforceable at law or in equity, the remaining provisions of this instrument shall nevertheless be and remain in full force and effect. These By-Laws and the Articles of Incorporation shall be construed in the event of ambiguity consistent with Florida Statutes.

The foregoing was adopted as the Bylaws of ARCHIMEDEAN ACADEMY, INC. and this resolution was approved unanimously by the **Archimedean Board.**

Furthermore, the Adoption of said resolution was in all respects legal and that said resolution is in full force and effect and has not been modified or rescinded.

DATED This **Wednesday, May 13th, 2020**

ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia

Corporate Secretary

Archimedean Schools

Archimedean Academy, Inc.
Board of Directors
Meeting Wednesday May 13, 2020
Corporate Resolution

The undersigned hereby certifies that he is the Acting Recording Secretary of Archimedean Academy Inc, a not-for-profit corporation organized and existing under the laws of the State of Florida and that the following is a true and correct copy of a resolution adopted by the Governing Board of Archimedean Academy Inc. at a meeting held Wednesday May 13, 2020.

RESOLVED by the Governing Board that:

All three schools have been requested to adopt the MDCPS calendar 2020- 2021 [Archimedean Academy, Archimedean Middle Conservatory and Archimedean Upper Conservatory] to comply with the Federal & State Compliance Office.

The Board has further adopted a resolution authorizing our Chairman: Dr. George Kafkoulis to change; modify or adjust the school calendar if necessary.

The schools will adhere to the district's request for transparency and compliance.

This motion was approved unanimously for all three Archimedean Schools and the secretary was directed to advise the MDCPS of this resolution.

That the Adoption of said resolution was in all respects legal and that said resolution is in full force and effect and has not been modified or rescinded.

DATED This Wednesday May 13, 2020

ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia

Corporate Secretary

Archimedean Schools.

**Archimedean Academy, Inc.
Board of Directors**

Meeting Wednesday APRIL 22, 2020

The meeting of the Board of Directors was cancelled due to lack of quorum

ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia
Corporate Secretary
Archimedean Schools.

Archimedean Academy, Inc.

Board of Directors

Meeting: Wednesday APRIL 8, 2020

Minutes of the meeting

ATTENDING BOARD MEMBERS:

A meeting of the Board of Directors was convened by Dr. George Kafkoulis, the corporation's President, in Miami, on Wednesday, April 8, 2020. The following Directors were online on the Zoom platform: the Chairman Dr. George Kafkoulis; Catherine Hernandez; Konstantinos Boukas; Jeff Taraboulos; The Corporate Secretary Mr. Frank Berrizbeitia and therefore a quorum was obtained. Frank Berrizbeitia acted as secretary to the meeting and kept the minutes. The C.E.B.O. Mr. Dimitri Bardoutsos also attended.

AGENDA:

Readings of the minutes of the previous meeting March 25,2020 .
Financial issues and Budgeting issues.
Decision regarding Disaster Relief. (C.A.R.E.S. Act)
Legal issues
Chairman's report.
New Business.

DISCUSSIONS and CORPORATE Resolution:

A discussion of how to reopen Archimedean Schools post COVID-19 included a review of safety measures needed prior to the opening of School in fall 2020. This includes a plan for obtaining PPE for Archimedean employees and students under the guidelines of the C.A.R.E.S. ACT).Resolution was approved unanimously.

In addition, under consideration are improved procedures on distance learning to assist the teachers and students to transition to online distance learning.

The Chairman then gave a brief update on local academic and budgetary necessities for technology. Most parents were being supportive of the current quarantine. The Chairman also spoke about the recent survey as to

who will return to classroom attendance once the epidemic quarantine was lifted. The board speculated as to what priority would be necessary to meet the additional payroll for teachers as a result of the additional funding that would be necessary for smaller classes to respect social distancing.

There being no further business the meeting was adjourned at 9:35 p.m.

ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia
Corporate Secretary
Archimedean Schools.

Archimedean Academy, Inc.
Board of Directors Meeting
Wednesday April 8, 2020
Corporate Resolution

Board of Directors Resolution dated Wednesday April 8, 2020.

The undersigned hereby certifies that he is the Acting Recording Secretary of Archimedean Academy Inc, a not-for-profit corporation organized and existing under the laws of the State of Florida and that the following is a true and correct copy of a resolution adopted by the Governing Board of Archimedean Academy Inc. at a meeting held Wednesday April 8, 2020.

RESOLVED by the Governing Board that:

That the Board of the Archimedean Academy Inc. and of our Schools has authorized our Chairman Dr. George Kafkoulis to engage and submit to the appropriate financial institutions a request for disaster relief based on the C.A.R.E.S. Act [CORONAVIRUS AID RELIEF and ECONOMIC SECURITY] and specifically the PAYCHECK PROTECTION PROGRAM relief offered through SBA for 501 (C)(3) NOT FOR PROFIT ORGANIZATIONS. The Board further ratifies that our Chairman is authorized to submit the school's application under the aforementioned C.A.R.E.S. Act as well as any additional related relief loans.

This motion was approved unanimously by the Archimedean Board.

That the Adoption of said resolution was in all respects legal and that said resolution is in full force and effect and has not been modified or rescinded.

DATED This Wednesday April 8, 2020

ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia

Corporate Secretary

Archimedean Board of Directors.