

**ACTION IN WRITING OF THE
BOARD OF DIRECTORS OF
ANTHEM WAY FOUNDATION**

The undersigned, constituting all of the members of the Board of Directors of Anthem Way Foundation, an Arizona nonprofit corporation, acting pursuant to the provisions of the Arizona Statutes, do hereby adopt the following resolutions by this action in writing, such action and the resolutions contained herein to have the same force and effect as if taken at a meeting of the Board of Directors duly called and held for such purposes:

Articles of Incorporation

WHEREAS, the Articles of Incorporation of Anthem Way Foundation were filed with the Arizona Corporation Commission and published as required by statute,

IT IS HEREBY RESOLVED, that the secretary shall insert the Articles of Incorporation, the receipt showing payment of the incorporation fees, the certificate of incorporation, and the Affidavit of Publication in the Record Book as permanent records of this corporation.

Adoption of By-laws

RESOLVED FURTHER, that the By-Laws in the proposed form prepared by counsel for the corporation and submitted to the Directors be and they hereby are adopted as the By-Laws of this corporation and that such By-Laws be certified by an officer of the corporation and inserted in the Minute book as a permanent record of this corporation.

Corporate Seal

RESOLVED, that any officer of this corporation may adopt and commission a corporate seal; however, contracts, bank resolutions and other legal documents shall not require the seal of this corporation in order to be valid, binding and enforceable obligations of the corporation.

Election of Officers

RESOLVED, that the following persons be and they hereby are elected to the offices set forth opposite their respective names, to

serve until the next election of officers and until their successors shall have been duly elected and qualified:

President – Craig Boates
Vice-President – Bob Copen
Treasurer - Ray Norris
Secretary – Emily Winkle
Executive Director – Jenna Kollings
Assistant Treasurer – Doug Greenstein

FURTHER RESOLVED, that the matter of salaries be held in abeyance until further action of the Board of Directors.

Fiscal Year

RESOLVED, that the fiscal year of the corporation shall end on the last day of December of each year.

Adoption of Banking Resolutions

RESOLVED, that any officer of the corporation be, and hereby is authorized to open or cause to be opened an account or accounts, at such depositories as they may deem appropriate, as shall be required from time to time, and the President of the corporation is hereby authorized to designate in writing from time to time such officers of the corporation, or other persons, as shall be authorized to write checks, or otherwise withdraw in the name of the corporation such funds as may be deposited in said account(s).

Prior Actions

RESOLVED, that all actions of the incorporator of this corporation and the officers and directors of the corporation which were taken or adopted prior to the effective date of this action in writing of the Board of Directors of the corporation be, and the same hereby are, approved, ratified and accepted in all respects.

Payment of Incorporation Expenses

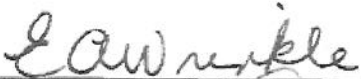
RESOLVED, that all fees, costs, and other expenses incurred and affecting the incorporation and organization of this corporation and the commencement of its business operation be and the same are hereby ordered to be paid as promptly as possible.

Effective Date

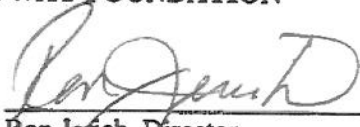
RESOLVED, that this Action in Writing and the resolutions contained herein shall be effective as of the 30 day of June, 2011

IN WITNESS WHEREOF, we have hereto set our hands to be effective as of the date stated in the immediately preceding resolution.

BOARD OF DIRECTORS OF ANTHEM WAY FOUNDATION



Emily Wrinkle, Director



Ron Jerich, Director



Bob Copen, Director



Jeff Pointer, Director



Craig Boates, Director



Ray Norris, Director



Tim Fyke, Director