MINUTES OF ORGANIZATIONAL MEETING OF THE

NONSTOCK CORPORATION KNOWN AS

The organizational meeting of the Board of Directors of the corporation was held at , on the day of , 199 at .m., pursuant to the call of the incorpo­ra­tors and waiver of notice of the time, place and purpose of the meeting signed by all of the directors of the Corporation as evidenced by their signatures at the foot of these minutes.

Present in person and acting throughout were they being all of the Directors named in the Articles of Incorpora­tion. Also present were .

served as Chairman of the meeting and acted as Secretary and recorded the minutes.

The Chairman presented a Certificate of Incorporation of the corporation as issued by the State Corporation Commission of Virginia on , 199 and then read to the meeting a copy of the Articles of Incorporation as filed with the State Corporation Commis­sion. Thereafter, said Certificate of Incorporation and the copy of the Articles of Incorporation were on motion duly made, seconded and unani­mously approved and ordered filed in the corporate record book.

The Chairman read to the meeting a set of proposed Bylaws, after which upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the proposed Bylaws read by the Chairman at this meeting be, and they hereby are, adopted and approved as the Bylaws of this Corpora­tion, and the original thereof shall be filed in the corporate minute book.

The Chairman then stated that the nominations were in order for the election of Directors of the corporation to hold office until the first annual meeting of members and until their successors shall be elected and shall qualify. The following persons were nominated to serve as Directors:

The Chairman then announced that it would be in order to elect officers for the Corporation and, on motion duly made, seconded and unanimously carried, the following were elected to the offices indicated to serve, unless sooner removed, until the next regular annual meeting of the Board of Direc­tors and/or until their successors are duly elected and qualified:

President:

Vice President:

Secretary:

Treasurer:

The Chairman submitted to the meeting a seal proposed for use as the corporate seal and, on motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the seal now presented at this meeting, an impression of which is directed to be made in the minutes of this meeting, be and the same hereby is adopted as the seal of the Corporation.

The Chairman stated that it would be necessary to designate a depository for the Corporation's funds and to authorize certain of its officers to sign checks for the Corporation as and when such becomes necessary in the ordinary course of business. Thereafter, on motion duly made and seconded the President and the Treasurer were authorized to designate such bank as is in their discretion in the best interests of the Corporation as the deposito­ry for the funds of the Corporation and to authorize either the President or the Treasurer to sign checks for the Corpora­tion was unani­mously adopted. The Treasurer was further authorized to pay all charges and expenses incident to or arising out of the organization of the corporation and to reimburse any person who has made any disbursement thereto.

The Chairman then stated that a fiscal year should be adopted for the Corporation. Upon discussion, it was the Board's recommendation that the Corporation adopt a fiscal year commencing on the day of of each year and ending on the day of . Thereafter, on motion duly made and seconded, a resolution to this effect was unanimously adopted.

The next matter to come before the Board was consider­ation of those persons entitled to be elected as members. In consideration of payment and satisfaction of all financial obligations to the Corporation the following persons were on motion duly made and seconded, approved for membership:

The next item to come before the meeting was a form application to be used in electing future members and the amount of the premium and initiation fees as well as monthly dues to be charged. The Chairman presented a proposed application for consid­eration and a discussion ensued as to the amount of the foregoing fees. Upon motion duly made, seconded, and adopted it was:

RESOLVED that the proposed membership application form is approved for use in consideration of future applicants; and it is

FURTHER RESOLVED that the following fees are hereby approved and shall remain in effect until changed by the Board of Directors:

Premium Fee: $\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Initiation Fee: $\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Monthly Dues: $\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the principal office of the corporation be established and main­tained at and at such other places within this state, country or abroad as the Board of Direc­tors shall deem to be in the best inter­ests of the corpo­ration; and that meet­ings of the Board of Directors from time to time may be held either at the princi­pal office or at such other place as the Board of Di­rectors shall from time to time order; and it was

FURTHER RESOLVED, that for the purpose of authorizing the corporation to do busi­ness in any state, territory or dependen­cy of the United States or any foreign country in which it is necessary or expe­dient for this corporation to transact business, the proper officers of this corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corpo­rate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to au­thorize the corporation to transact busi­ness therein; and it was

FURTHER RESOLVED, that the corporation proceed to carry on the business for which it was incorporated.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

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Chairman & Director

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Secretary & Director

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Director