

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
IN LIEU OF AN ORGANIZATIONAL MEETING OF
NATIONAL OUTREACH FOUNDATION INCORPORATED
A CALIFORNIA NONPROFIT CORPORATION**

The undersigned, being all of the directors of NATIONAL OUTREACH FOUNDATION INCORPORATED (the “**Foundation**”), hereby adopt the following resolutions by their unanimous written consent for the purpose of perfecting the organization of this Foundation.

RATIFICATION OF INCORPORATOR'S ACTS

RESOLVED, that all acts of the incorporator of this Foundation, including but not limited to filing Articles of Incorporation, adoption of Bylaws, appointment of directors and officers, and obtaining a federal employer identification number are hereby ratified and confirmed in all respects; and

RESOLVED FURTHER, that the Secretary of the Foundation is hereby authorized and directed to certify the adoption of the Bylaws and to file in the minute book of the Foundation a certified copy of the Bylaws.

CERTIFICATION OF ARTICLES OF INCORPORATION

WHEREAS, the Articles of Incorporation were filed with the California Secretary of State for the Foundation on April 28, 2011.

RESOLVED, that the Secretary of the Foundation is hereby authorized and directed to file in the minute books of the Foundation a certified copy of the Articles of Incorporation as they were filed with the office of the California Secretary of State.

PRINCIPAL EXECUTIVE OFFICE

WHEREAS, Gordon E. Young has offered to allow the Foundation use of office and storage space on an "as needed" and "as available" basis without charge.

RESOLVED, that the Foundation's principal executive office shall be located at, and the mailing address shall be: 5419 Breckenridge Avenue, Banning, California 92220.

LOCATION OF MINUTE BOOKS

RESOLVED, that the minute book shall be maintained at its principal executive offices.

FISCAL YEAR

RESOLVED, that the Foundation adopts a fiscal year cycle, with the exception of its first year which shall commence on April 28 and end on December 31.

ORGANIZATIONAL EXPENSES

RESOLVED, that the Chief Financial Officer is hereby authorized and directed to cause the Foundation to pay the expenses of incorporation and organization of the Foundation, and to reimburse any persons who have advanced funds on behalf of the Foundation for these purposes after notice to the Board of Directors of planned reimbursements.

EMPLOYER IDENTIFICATION NUMBERS

WHEREAS, the Board of Directors was advised that a federal employer identification numbers and California taxpayer ID Number are needed for use on certain tax returns and statements;

WHEREAS, the incorporator prepared IRS Form SS-4, "Application for Employer Identification Number", submitted to the IRS on 7/26, 2011, the number 45-282840 (being assigned); and

WHEREAS, the incorporator prepared EDD Form DE-1NP, "Registration form for Non-Profit Employers", submitted to the EDD on _____, 2011, the number _____ (being assigned).

RESOLVED, that the actions of the incorporator to obtain state and federal employer identification numbers, as recited above, are hereby ratified and approved.

EXEMPTIONS FROM FEDERAL AND STATE TAXES

WHEREAS, federal and state tax exemptions are available to certain nonprofit corporations; and

WHEREAS, the incorporator, with the assistance of the legal counsel, has ascertained the availability of exemptions from taxation under state and federal tax laws. The incorporator prepared: a) California Franchise Tax Board ("FTB") Form 3500, California Exemption Application, to obtain an exemption from California state franchise taxes (to be submitted to the FTB in or about August, 2011); and b) Internal Revenue Service ("IRS") Form 1023, Application for Recognition of Exemption, to obtain an exemption from federal franchise taxes, (to be submitted to the IRS in or about August, 2011).

RESOLVED, that actions of the incorporator to obtain state and federal exempt status are hereby ratified and approved and the officers of the Foundation, or any one of them, are further authorized and directed to execute and file any and all necessary applications or responses to complete, and obtain confirmation of, exemption with the appropriate federal and state tax authorities, and to reimburse or pay any filing fees related thereto; and

RESOLVED FURTHER, that the officers of the Foundation, or any one of them, are further authorized and directed to take such further actions, and execute such further documents, to obtain or maintain any additional tax exemption as are reasonable for the Foundation to conduct its business free of taxes.

BANK ACCOUNTS

WHEREAS, the Board of Directors deems that in order to facilitate the financial operations and record keeping of the Foundation it is in the best interests of the Foundation to open an account or accounts at the depository described below.

RESOLVED, that the President and Secretary of this Foundation shall open and maintain an account or accounts at the following depository and that the following person(s) be authorized to sign checks, drafts, and other orders for the payment of money on sums held in such account(s) in the following manner:

Bank: US Bank Branch: Banning Office

Tel: (951) 769 1140

Fax: (951) 769 2230

Authorized Signatories: One authorized signatory for any amount

For purposes of this resolution, "authorized signatories" shall include the President only;

RESOLVED FURTHER, that the President of this Foundation, acting on the Foundation's behalf, is authorized:

1. To designate one or more banks, trusts companies, or similar institutions as depositories of the funds of the Foundation;
2. To establish, maintain, and close general and special bank accounts with any such depository;
3. To cause to be deposited in those accounts with any such depository, from time to time, such funds, including without limitation cash and cash equivalents, of the Foundation as those officers consider necessary or advisable and to endorse checks, drafts, and other instruments of deposit;
4. To sign and countersign or to use facsimile signatures for signing and countersigning checks, drafts, or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition for using facsimile signatures;
5. From time to time to designate or to change the designation of the officer or officers and agent or agents of the Foundation who will be authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Foundation against funds deposited in those accounts, and to revoke any such designation;
6. To make such general and special rules and regulations for such accounts as they may consider necessary or advisable; and
7. To complete, to execute or certify, or both, any customary blank signature card forms in order to conveniently exercise the authority granted by this resolution; any resolutions printed on those forms shall be deemed adopted as a part of this resolution.

RESOLVED FURTHER, that all specific forms of resolutions required by such depository as presented and not inconsistent with these resolutions are adopted in the form provided by the depository, and the Secretary of the Foundation is authorized to certify the resolutions as having been adopted at this meeting and is directed to insert the form of the resolutions in the minute book following these resolutions; and

REGISTRY OF CHARITABLE TRUSTS

WHEREAS, the Foundation is required to register with the California Attorney General Registry of Charitable Trusts, within thirty (30) days of receipt of charitable funds.

RESOLVED, that within thirty (30) days of the first anticipated donation, the officers of the Foundation, and any of them, are, promptly upon receipt of charitable funds by Philip J. Boyne, hereby authorized and directed to execute Form RRF-1, Registration/Renewal Fee Report, and cause it to be filed with the Registry of Charitable Trusts, California Attorney General's office, and thereafter, to file annually with such office or otherwise as required pursuant to California Government Code Sections 12586 and 12587.

CORPORATE ACCOUNTANTS

RESOLVED, that the Board of Directors deems it to be in the best interests of the Foundation to obtain the services of an experienced certified public accountant or certified public accounting firm to audit the Foundation's financial statements.

RESOLVED FURTHER, that the officers of the Foundation are hereby authorized and directed to identify and retain an accountant familiar with rules and procedures applicable to nonprofit organizations, and particularly private foundations, to serve for and on behalf of the Foundation.

BUSINESS PERMITS/LICENSES

WHEREAS, the Board of Directors is advised that both State and local licenses and permits, or other registration, may be required before the Foundation may conduct business, as detailed in the following handbooks, found on the worldwide web at the following addresses:

- California Business & Professions License Handbook
<http://www.ci.rialto.ca.us/documents/downloads/licensehandbook.pdf>
- California Permit Handbook
<https://www.jmmgmt.com/KC/ShowFormsPubs.aspx?FileName=CAPermitHandbook.pdf>

RESOLVED, that the officers of this Foundation are directed to review State and local licensing and permit requirements for the Foundation, to ascertain the legal requirements imposed on organizations conducting business in the applicable jurisdictions.

RESOLVED FURTHER, that the officers of the Foundation, and any of them, are authorized and directed to make all necessary filings and obtain all necessary licenses, permits and registrations authorizing and allowing this Foundation to conduct business in the applicable jurisdictions.

GENERAL AUTHORITY

RESOLVED, that the officers of the Foundation are, and each of them is, hereby authorized and directed to do and perform any and all acts, including execution and filing of any documents and certificates, as the officers shall deem necessary or advisable to carry out the intent and purposes of the foregoing resolutions.

RESOLVED FURTHER, that any action taken by any officer prior to the date of the resolutions adopted hereby, which are within the authority conferred by these resolutions, are hereby ratified, confirmed, and approved as the acts of the Foundation.


EQUIPMENT PURCHASES

RESOLVED, that the officers of the Foundation are, and each of them is, hereby authorized and directed to lease, acquire or purchase any equipment or supplies deemed necessary to conduct the business of the Foundation.

RESOLVED FURTHER, that any purchases made by any officer prior to the date of the resolutions adopted hereby, which are within the authority conferred by these resolutions, are hereby ratified, confirmed, and approved as the acts of the Foundation.


This Unanimous Written Consent may be executed in one or more counterparts, each of which shall constitute an original and all of which together shall constitute one and the same instrument. This Unanimous Written Consent shall be filed in the minute book of the Foundation and shall become a part of the records of the Foundation.

Date Effective: April 28, 2011.



Gordon E. Young

Rob Harley



Resa Rolon

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