

NORTHWEST BRITISH CLASSICS

CONSENT IN LIEU OF MEETING
OF BOARD OF DIRECTORS

The undersigned, constituting all of the directors of NORTHWEST BRITISH CLASSICS, a Washington Nonprofit Corporation (the "corporation"), do hereby adopt the following resolutions and do hereby consent to and authorize the actions set forth therein.

I

RESOLVED: That the following actions previously taken by the organizers of the corporation in the name, or for the benefit, of this corporation, are approved, ratified, and confirmed:

a. The employment of HACKNEY HAMILTON MARCH & CARROLL, Attorneys at Law, for the purposes of rendering legal services in connection with the formation of the corporation including the preparation and filing of Articles of Incorporation, preparing bylaws, minutes of organizational meetings and related documents; and

b. All other acts undertaken by the undersigned directors or by the officers or agents of the corporation for and on behalf of the corporation whether before or after the date of its incorporation.

II

RESOLVED: That the form of Bylaws attached hereto as Exhibit A is approved and adopted as the Bylaws of the corporation; and

RESOLVED FURTHER: That the Secretary of the corporation is directed to detach the form of Bylaws referred to above, date and sign the same, and enter it in the corporation's minute book.

III

RESOLVED:

A. That the officers of the corporation are authorized to designate any bank or trust company in the United States (the "Bank") as a depository for the funds of the corporation.

B. That the corporation may open and keep with each Bank one or more bank accounts under any designation or designations which the officers deem necessary and proper.

C. That endorsements for deposit may be made by the written or stamped endorsement of the corporation, without designation of the person making the endorsement.

D. That each Bank is hereby authorized to honor and pay checks or other orders for the payment of money drawn in the name of the corporation when signed by the President of the corporation or by any other person designated by said officer or by the Board of Directors.

RESOLVED FURTHER: That the officers of the corporation are authorized to open such accounts with any Bank using the Bank's standard form of banking resolution, each of which is hereby approved and adopted.

IV

RESOLVED: That the corporation hereby adopts a fiscal year ending December 31 of each year.

V

RESOLVED: That the officers of the corporation are authorized and directed to apply for and obtain in the name of the corporation all licenses, permits, and authorizations required under any laws or regulations affecting the operations, events or activities of the corporation.

VI

RESOLVED: That the Treasurer is authorized and directed to pay all charges and expenses, including attorneys' fees and accounting fees, incident to or arising out of the organization of this corporation and to reimburse any person who has made any disbursement in that regard.

FURTHER RESOLVED: That the corporation will either pay directly or reimburse to employees and officers all expenses of the corporation incurred in connection with and related to the corporation's business, upon presentation of proper documentation supporting such expenses.

VII

RESOLVED: That the officers of the corporation are authorized and directed to obtain public liability and property damage insurance as they deem customary and prudent for the events, activities, and property of the corporation.

The execution of this Consent shall constitute a written waiver of any notice required by the Washington Nonprofit Corporation Act or this corporation's Articles of Incorporation and Bylaws.

The foregoing resolutions shall be deemed effective as of _____.

Director

Director

Director

Director

Director

Director

Director