

**ACTION OF BOARD OF TRUSTEES OF  
ANYTOWN KIDS FOUNDATION  
WITHOUT FIRST MEETING**

The undersigned, being all the Trustees of Anytown Kids Foundation, consent by this writing to take the following actions, to adopt the following resolutions and to transact the following business:

1. INCORPORATOR Donna J. Setterlund \_\_\_\_\_
2. OFFICERS

RESOLVED, that the following named persons are elected to the offices set forth opposite their names:

Initial Office	Name	
1. CEO / Chief Executive Officer	Donna J. Setterlund	(530) 528-2315 34 Lake Ave, Red Bluff, CA 96080
2. President (Temporary Position)	Donna J. Setterlund	(530) 528-2315 34 Lake Ave, Red Bluff, CA 96080
3. Vice President	_____	( ) _____ _____, Red Bluff, CA 96080
4. Chief Financial Officer / Treasurer	_____	( ) _____ _____, Red Bluff, CA 96080
5. Secretary (Temporary Position)	Donna J. Setterlund	(530) 528 34 Lake Ave, Red Bluff, CA 96080
6. Director	_____	( ) _____ _____, Red Bluff, CA 96080
7. Director (Reserved)	<u>Director Pending</u>	( ) _____
8. Director (Reserved)	<u>Director Pending</u>	( ) _____
9. Director (Reserved)	<u>Director Pending</u>	( ) _____

**2. ARTICLES**

RESOLVED, that the copy of the Articles of Incorporation attached hereto and certified by the California Secretary of State as a true copy of the Articles of this corporation filed in that office on the 12th day of February, 2008, shall be kept and maintained in the corporate records.

**3. BYLAWS**

RESOLVED, that the Bylaws appearing in that certain document hereto attached entitled "BYLAWS OF ANYTOWN KIDS FOUNDATION" are approved and adopted as the Bylaws of this corporation.

RESOLVED, FURTHER, that the Secretary of the corporation is directed to certify a copy of the Bylaws and keep that copy at the corporation's principal executive office where it shall be open to inspection by the shareholders at all reasonable times during office hours.

1.

**4. SEAL**

RESOLVED, that the corporate seal, an impression of which appears on the margin of this page, is adopted as the seal of the corporation.

1.

**5. AGENT FOR SERVICES OF PROCESS**

RESOLVED, that Donna J. Setterlund be and hereby designated as the agent of this corporation for the purpose of services of process, to serve as such agent until his resignation or a new agent for service of process is designated by the Board of Directors of this corporation.

**6. BANK ACCOUNT**

RESOLVED, that this corporation established in its name one or more deposit accounts with a reputable US Bank, on such terms and conditions as may be agreed on with said Bank and that the President and Chief Financial Officer of this corporation be, and they are hereby, authorized to establish such an account.

RESOLVED, FURTHER, that Financial Officer and Secretary of this organization be and hereby are, authorized to draw checks on said account of this corporation, signed as provided herein with two signatures duly certified to said bank by Secretary, of this corporation to honor and pay any and all checks so signed, including those drawn to the individual order of any officer or person authorized to sign his name.

**7. ANNUAL MEETING**

RESOLVED, that the annual meeting of shareholders be held between February 1st and March 31st in each year. At this meeting, trustees shall be elected and any other proper business within the power of the Board of Trustees may be transacted.

**8. ACCOUNTING YEAR**

RESOLVED, that this corporation adopt an accounting year to begin on January 1st and to end on December 31st.

**9. ANNUAL MEETING**

RESOLVED, that the principal executive office of this corporation be, and the same hereby is, designated as \_\_\_\_\_, Red Bluff, California 96080.

DATED: \_\_\_\_\_, 2008

- 1. CEO \_\_\_\_\_  
Donna J. Setterlund
- 2. President: \_\_\_\_\_  
Donna J. Setterlund
- 3. Vice President: \_\_\_\_\_  
Name
- 4. Chief Financial Officer: \_\_\_\_\_  
Name
- 5. Secretary: \_\_\_\_\_  
Donna J. Setterlund
- 6. Director: \_\_\_\_\_  
Name

**ANYTOWN KIDS Foundation**  
P.O. Box \_\_\_\_\_  
Red Bluff, CA 96080  
(530) 736-1116

**ACTION BY INCORPORATOR  
OF  
ANYTOWN KIDS FOUNDATION**

The undersigned, being the sole Incorporator named in the Articles of Incorporation of Anytown Kids Foundation, does hereby adopt the following resolution:

**ELECTION OF TRUSTEES**

RESOLVED, that the following persons be and they hereby are elected Trustees of this corporation, each to serve until the first annual meeting of the Board of Trustees of the corporation and until his successor is elected and qualified on until his earlier resignation or removal or his office is declared vacant in the manner provided in the BYlaws of the corporation.

	Authorized Signatures:	Dated:
1.	_____	_____, 2008
2.	_____	_____, 2008
3.	_____	_____, 2008
4.	_____	_____, 2008
5.	_____	_____, 2008
6.	_____	_____, 2008

Approved By Secretary:

\_\_\_\_\_, 2008