

CORPORATE RESOLUTION--  
INTERNAL REVENUE CODE SEC. 1244 STOCK

Upon motion made by Director Charles Miller/ Henry Brooks/ Peter Stuart, seconded and carried, the Board opened a discussion concerning the desirability of raising capital from investors in the Corporation and how the Corporation's attractiveness to investors would be enhanced if the Corporation were to be organized and operated as a small business corporation as defined in Internal Revenue Service Code Sec. 1244 and so that the shares issued by the Corporation are "Sec. 1244 Stock." It was noted that such a decision would permit the shareholders to treat any loss arising out of the sale or exchange of the Corporation's stock as "ordinary loss" on the shareholder's personal income tax return. Upon motion made by Charles Miller/ Henry Brooks/ Peter Stuart, seconded and carried, it was

"RESOLVED, that the sale and issuance of stock of the Corporation be made in compliance with Internal Revenue Code Sec. 1244 such that the shareholders of the Corporation receive the benefits of such tax treatment and to that end, the appropriate officers of the Corporation are hereby authorized and directed to take all reasonable and necessary action to comply with the rules and regulations of the Internal Revenue Code Sec. 1244 and to issue stock in the Corporation such that the amount of money and other property received by the Corporation for stock, as a contribution to capital and paid in surplus, does not exceed \$1,000,000 at the time of issuance of the stock, and it is further

RESOLVED, that the appropriate officers of the Corporation are authorized and directed to place any appropriate legends or notations on all such stock certificates if required."

Dated :September 9th 2011