

**WRITTEN CONSENT TO RESOLUTIONS OF THE  
BOARD OF DIRECTORS OF  
SOUTH STARS HIGH SCHOOL HOCKEY ASSOCIATION, INC.  
IN LIEU OF THE FIRST MEETING OF THE  
BOARD OF DIRECTORS**

The undersigned, being all the Directors of the South Stars High School Hockey Association, Inc, an Indiana corporation (the "Corporation"), under the provisions of Indiana Code 23-17-15-2, hereby consent to the following action to be taken by the Corporation In lieu of the first meeting of the Board of Directors:

I

BE IT RESOLVED, that the Articles of Incorporation of the Corporation which were executed and filed with the Secretary of State of the State of Indiana and the Certificate of Incorporation issued by the Secretary of State (copies of which were reviewed by all of the undersigned Directors prior to signing these written consent resolutions) are hereby ratified and approved and that copies of such shall be made a part of the official corporate Minutes Book of the Corporation.

BE IT FURTHER RESOLVED, that all action heretofore taken by the Incorporator in executing and filing the Articles of Incorporation of the Corporation are hereby approved, ratified and confirmed.

II

BE IT RESOLVED, that the Code of By-Laws of the Corporation (copies of which were reviewed by all of the undersigned Directors prior to signing these written consent resolutions) is hereby approved and adopted and declared to be the Code of By-Laws of the Corporation.

BE IT FURTHER RESOLVED, that a copy thereof be made a part of the official corporate Minutes Book and be placed in the corporate Minutes Book immediately following the Articles of Incorporation.

III

BE IT RESOLVED, that each of the following officers is chosen for the office indicated after the name of each for the term provided in the Code of By-Laws:

<u>Name</u>	<u>Office</u>
Mark Shaver	President
Brian Walker	Treasurer
Mark Fink	Secretary

IV

BE IT RESOLVED, that the Treasurer of the Corporation is hereby authorized and instructed to pay from the Corporation's funds, all expenses properly incurred in the incorporation of the Corporation including filing, recording and attorneys' fees.

V

BE IT RESOLVED, that the resolutions attached as Exhibit A regarding the establishment of the corporate bank account, the authorization of the Corporation to such bank to honor and pay all checks drawn thereon, the authorization, if any, by the Corporation to officers of the Corporation to borrow money from said bank and the authorization of officers of the Corporation to certify the officers and employees authorized to act in the premises are hereby authorized.

VI

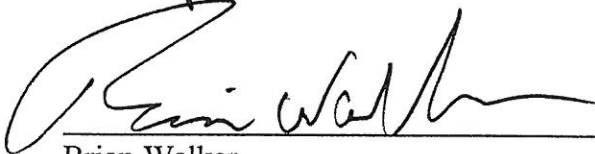
BE IT RESOLVED, that the officers of the Corporation be and they hereby are authorized to apply, at such time as the officers deem appropriate, for a determination of the Corporation's exempt status for purposes of Federal, state and local taxation.

EXECUTED by the Directors on the respective dates indicated.

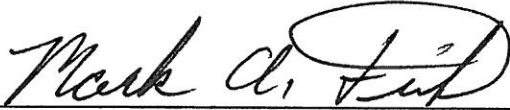
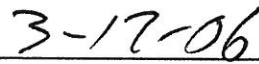


Mark Shaver

DATE SIGNED



Brian Walker



Mark Fink

