

WRITTEN CONSENT OF BOARD OF DIRECTORS
of
SAN DIEGO~JALALABAD SISTER CITIES FOUNDATION
TO ACTION TAKEN WITHOUT MEETING
IN LIEU OF AN ORGANIZATIONAL MEETING

Effective as of June 15, 2006, the undersigned persons, constituting all the members of the Board of Directors of San Diego~Jalalabad Sister Cities Foundation (the "Corporation"), a California nonprofit public benefit corporation, acting by written consent without a meeting pursuant to Section 5211(b) of the California Nonprofit Corporation Law, hereby take the following actions and adopt the following resolutions:

Ratification of Articles of Incorporation RESOLVED that the Corporation's Articles of Incorporation as filed in the Office of the California Secretary of State on May 31, 2006 be, and hereby are, approved and ratified.

RESOLVED, FURTHER, that Stephen R. Brown be, and hereby is, approved and confirmed as the Corporation's agent for the purpose of service of process on the Corporation.

Adoption of Bylaws RESOLVED that the Bylaws in the form attached hereto be, and the same hereby are, adopted as the Bylaws of the Corporation.

RESOLVED, FURTHER, that the Secretary of the Corporation be, and hereby is, authorized to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the book of minutes of the Corporation and to see that such copy or another copy of said Bylaws is kept with the records of the Corporation.

Staggered Election: Terms of Directors Pursuant to Section 3.4 of the Bylaws of the Corporation, the following Directors of the Corporation shall have an initial term of three (3) years:

Steve Brown
Hamed Bayat
Fary Moini

Pursuant to Section 3.4 of the Bylaws of the Corporation, the following Directors of the Corporation shall have an initial term of two (2) years:

CynthiaVillis
ArtMendoza
Kathleen Tansey

Pursuant to Section 3.4 of the Bylaws of the Corporation, the following Directors of the Corporation shall have an initial term of one (1) year:

ChuckDuVivier
HabibBaha

Election of Officers

RESOLVED that the following persons be, and hereby are, nominated and elected to the corporate offices indicated following their names, effective immediately, to hold office at the pleasure of the Board of Directors:

| | |
|------------------|----------------|
| Stephen R. Brown | President |
| Hamed Bayat | Vice President |
| Art Mendoza | Treasurer |
| Cynthia Villis | Secretary |

Principal Office

RESOLVED that 14918 Rancho Nuevo, Del Mar, CA 92014, is hereby designated and fixed as the principal office for the transaction of business of the Corporation.

Bank Accounts

RESOLVED that any officer of the Corporation, acting on behalf of the Corporation, be, and each of them hereby is, authorized:

- (a) To designate one or more banks, trust companies, or other similar institutions as depositories of the funds of the Corporation;
- (b) To establish, maintain, and close general and special bank accounts with any such depositories;
- (c) 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 Corporation as the officer considers necessary or advisable; and to designate or change the designation of the officer or officers and the agent or agents of the Corporation who will be authorized to make such deposits; and to endorse checks, drafts, and other instruments for such deposit;
- (d) 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 permitting the use of facsimile signatures;

(e) From time to time to designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against any funds deposited in those accounts, and to revoke any such designation;

(f) To make such general and special rules and regulations for those accounts as the officer may consider necessary or advisable;

(g) To complete and to execute, or certify, or both, any customary signature card forms in order to conveniently exercise the authority granted by this resolution, and any resolutions printed on those forms shall be deemed adopted as part of this resolution; and

(h) To enter into, on behalf of the Corporation, such bank-depositor agreements or transfer agreements as the officer considers necessary or advisable, and to designate or change the designation of the officer or officers and the agent or agents of the Corporation who will be authorized to transfer funds.

RESOLVED FURTHER, that all specific forms of resolutions required by any such depository not inconsistent with these resolutions be, and hereby are, adopted in the form provided by the depository, and the Secretary of the Corporation be, and hereby is, authorized to certify those resolutions as having been adopted, and is directed to insert the form of those resolutions in the minute book immediately following this Written Consent.

RESOLVED, FURTHER, that any such depository to which a copy of such resolutions, certified by the Secretary (or an assistant Secretary), shall have been delivered, shall be entitled to rely on those resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions by the Board of Directors of the Corporation.

Trading Accounts

RESOLVED that any officer of the Corporation, acting on behalf of the Corporation, be, and each of them hereby is, authorized to establish, maintain and close brokerage, custody or other investment accounts and that all specific forms of resolutions required by any institution not inconsistent with these resolutions be adopted in the form provided by the institution, and the Secretary of the Corporation be, and hereby is, authorized to certify those resolutions as having been adopted.

Incorporation Expenses RESOLVED that any officer of the Corporation be, and each of them hereby is, authorized to pay or reimburse, on behalf of the Corporation, the expenses of incorporation and organization of the Corporation.

Calendar Year RESOLVED that the accounting year for the Corporation shall be from January 1 to December 31.

Seal RESOLVED that the corporate seal, containing two concentric circles with the name of the Corporation between the two circles and the date and state of incorporation appearing in the inner circle, be, and hereby is, adopted as the seal of the Corporation, an impression of which appears in the margin of this written consent.

Federal Tax ID Number RESOLVED that any officer of the Corporation be, and each of them hereby is, authorized to cause to be filed with the Internal Revenue Service an Application for Employer Identification Number.

Federal and State Tax Exemption RESOLVED that any officer of the Corporation be, and each of them hereby is, authorized and directed to work with legal counsel to prepare and file with the appropriate federal and state authorities all necessary applications for exemption from federal and state taxes, and to pay necessary filing fees.

Other Actions RESOLVED that any officer of the Corporation be, and each of them hereby is, authorized to execute such other and further documents and to take such other and further actions as such officer may deem to be necessary or advisable in order to carry out and perform the purposes of the above-described resolutions.

Reimbursement of Initial Expenses RESOLVED that any officer of the Corporation be, and each of them hereby is, authorized to reimburse any funds advanced by Stephen R. Brown for organizational expenses and initial operating expenses.

The undersigned, constituting all the directors of the Corporation, hereby consent to and adopt the foregoing resolutions, and waive the requirement that a meeting be held to accomplish the same. This document may be signed in two or more counterparts, each of which shall be deemed to be an original. When this document is signed by all directors, these actions shall be effective as of the date first written above.



Stephen R. Brown

Hamed Bayat

Cynthia Willis

Art Mendoza

Kathleen Tansey

Habib Baha

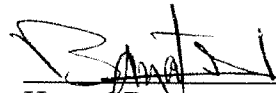
Fary Moini

Chuck DuVivier

3714663.2

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Stephen R. Brown

 6/18/06

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Cynthia Villis

Art Mendoza

Kathleen Tansey

Habib Baha

Fary Moini

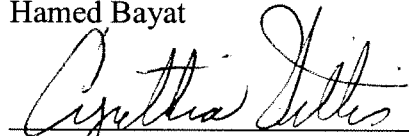
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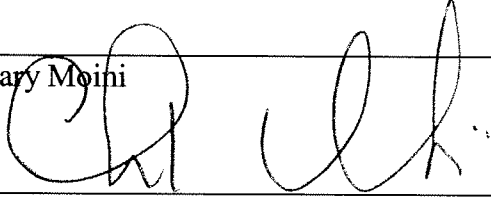
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