

**WRITTEN CONSENT TO ACTION  
WITHOUT A MEETING  
BY BOARD OF DIRECTORS OF  
ANDERSON PARENT COUNCIL, INC.**

We, the undersigned, constituting all of the members of the Board of Directors (the "Board") of Anderson Parent Council, Inc., a Montana Nonprofit Public Benefit Corporation (the "Corporation"), take the following actions by this unanimous written consent:

**1. Ratification of Agent for Service of Process**

The following resolution respecting agent for service of process is adopted:

RESOLVED, the following agent for service of process pursuant to the Corporation's duly filed Articles of Incorporation is hereby ratified:

Elizabeth Layton  
10040 Cottonwood Road  
Bozeman, Montana 59718

**2. Adoption of Bylaws**

The following resolutions respecting Bylaws are adopted:

RESOLVED, that the Bylaws attached hereto and presented to the Board of Directors are adopted as the Bylaws of the Corporation.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to execute a certificate of the adoption of the Bylaws and to insert the certified Bylaws in the book of minutes of the Corporation, and to see that a copy of the Bylaws similarly certified, is kept at the principal office for the transaction of business of the Corporation.

**3. Establishment of Number of Directors**

The names and initial terms of office for the initial Directors were designated by action of the Incorporator as follows:

_____	Three years
_____	Three years
_____	Two years
_____	Two years
_____	One year

The following resolution respecting the ratification of the initial directors appointed by the Incorporator is adopted:

RESOLVED, that the Incorporator's action of setting the initial five directors pursuant to Section 4.2(b) of the Bylaws is hereby ratified.

#### **4. Election of Officers**

The following resolution respecting the election of officers of the Corporation is adopted:

RESOLVED, that the following are unanimously elected to the offices indicated beside their names:

President: \_\_\_\_\_  
Vice-President: \_\_\_\_\_  
Secretary/Treasurer: \_\_\_\_\_

#### **5. Accounting Year**

The following resolution respecting the accounting year is adopted:

RESOLVED, that the accounting year of the Corporation shall end on December 31<sup>st</sup> of each year.

#### **6. Principal Office Location**

The following resolution respecting corporate offices is adopted:

RESOLVED, that the initial principal executive office for the transaction of the business of the Corporation shall be 10040 Cottonwood Road, Bozeman, Montana 59718 unless or until changed by resolution of the Board.

#### **7. Establishment of Financial Account**

The following resolution respecting corporate bank accounts is adopted:

RESOLVED, that the President and Treasurer of the Corporation acting alone or jointly on behalf of the Corporation are authorized to open such bank or financial accounts as may be necessary or appropriate for the conduct of the Corporation's business, or that the Secretary of the Corporation is authorized to certify to any bank or financial institution the adoption of a resolution in the form used by that entity.

RESOLVED FURTHER, that the initial accounts for the Corporation shall be opened at: \_\_\_\_\_, located in \_\_\_\_\_.

#### **8. Incorporation Expenses**

The following resolution regarding incorporation expenses is adopted:

RESOLVED, that each of the officers of the Corporation is authorized and directed to pay, on behalf of the Corporation, the expenses of incorporation and organization of the Corporation.

**9. Exemption from Federal and State Taxes**

The following resolution respecting exemption from federal and state taxes is adopted:

RESOLVED, that the President and Treasurer shall consult with legal counsel to ascertain the availability of exemption from taxation under federal and state tax laws and, if such exemptions are available, the President and/or Secretary/Treasurer are authorized and directed to execute and file all necessary applications for exemption from those taxes with the appropriate state and federal tax authorities and to pay all necessary filing fees.

**10. Statement by Domestic Nonprofit Corporation**

The following resolution respecting statement by a domestic nonprofit corporation is adopted:

RESOLVED, that the President and/or the Secretary/Treasurer are authorized and directed to execute and file with the office of the Montana Secretary of State, at the times required by law, the annual statement required by the Montana Nonprofit Corporation Act to be filed by a domestic nonprofit corporation.

**11. Employer Identification Number**

The following resolution respecting employer identification number is adopted:

RESOLVED, that the President of the Corporation is authorized and directed to make such filings or applications to secure for the Corporation a federal employer identification number.

This Written Consent to Action may be executed in counterparts and shall be effective for all purposes as of \_\_\_\_\_. Upon completion, all counterparts of this Consent to Action shall be placed by the Secretary in the minute books of the Corporation.

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\_\_\_\_\_  
\_\_\_\_\_

Being all of the Directors of the Corporation.