

## IDAHO ESTATE PLANNING

*A law firm dedicated to helping families secure peace  
of mind and a sure foundation for generations.*

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In office

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SECRETARY OF STATE  
STATE OF IDAHO

October 15, 2009

Secretary of State  
700 West Jefferson  
Post Office Box 83720  
Boise, Idaho 83720-0080

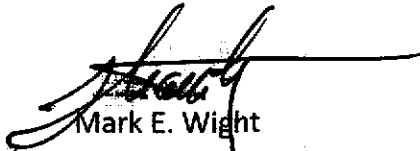
Re: Idaho Estate Planning, PC

Dear Madam or Sir:

On August 1, 2009, Steven R. Rausch resigned as Vice President of Idaho Estate Planning, PC. I have enclosed the Joint Consent to Action reflecting this resignation. Please update your records to reflect myself, Mark Wight, as Vice President and Secretary.

If you have any questions, please call.

Sincerely,



Mark E. Wight

:pep  
Enclosure

**JOINT CONSENT TO ACTION OF  
SHAREHOLDERS AND BOARD OF DIRECTORS  
IN LIEU OF ANNUAL MEETING  
OF  
IDAHO ESTATE PLANNING, PC**

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SECRETARY OF STATE  
STATE OF IDAHO



THE UNDERSIGNED, constituting all of the shareholders and directors of IDAHO ESTATE PLANNING, PC, an Idaho professional corporation, do hereby consent to, adopt, ratify and approve in writing the following corporate actions, without a meeting, pursuant to the provisions of the Idaho Professional Services Corporation Act and Idaho Business Corporation Act:

**ELECTION OF DIRECTORS:**

BE IT HEREBY RESOLVED, that the following persons are hereby elected as directors of the Corporation, to serve for the ensuing year or until their successors shall have been elected and qualified:

MARK E. WIGHT

**ELECTION OF OFFICERS:**

Whereas, Steven R. Rausch has resigned as a Director, Vice-President and Secretary of the Corporation effective August 1, 2009;

THEREFORE BE IT FURTHER RESOLVED, that the following persons are elected as officers of the Corporation, to serve for the ensuing year or until their successors shall have been elected and qualified:

President:	MARK E. WIGHT
Secretary:	MARK E. WIGHT
Treasurer:	MARK E. WIGHT

**CONDUCT OF CORPORATE BUSINESS:**

WHEREAS, consideration has been given to whether an amendment to the Articles of Incorporation is required pursuant to Idaho Code § 30-1-1002 (e.g., to extend the duration of the corporation; to delete names and addresses of initial directors; to delete the name and address the initial registered agent or registered office; to change each issued and unissued authorized share of an outstanding class into a greater number of whole shares if the corporation has only shares of that class outstanding; to change in name of the Corporation; to enlarge or diminish its corporate purpose; to change the designation of all or any part of its shares, whether issued or unissued,

and to change the preferences, limitations and the relative rights in respect of all or any part of its shares, whether issued or unissued; etc.); and

WHEREAS, consideration has also been given, pursuant to Idaho Code § 30-1-1007 to whether a restatement of the Articles of Incorporation is necessary in order to reflect any such changes in corporate operations, changes in law or other significant changes;

NOW, THEREFORE, BE IT HEREBY RESOLVED, that after such consideration, it has been determined that no amendments to or restatements of the Articles of Incorporation are necessary at this time.

#### **CORPORATE BOOKS AND RECORDS:**

WHEREAS, the President of this Corporation has reviewed the record keeping procedures to ensure that the necessary books and records for the Corporation are being kept at the corporate office as required by Idaho Code § 30-1-1601 ( e.g., correct and complete books and records of account, minutes of the proceedings of its shareholders and board of directors, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held by each); and

WHEREAS, the President of this Corporation has arranged for the preparation of the corporate tax return; given consideration to whether any dividends or distributions of capital surplus are appropriate or whether any other tax elections need to be made or are desirable; and

WHEREAS, the President of this Corporation has reviewed whether any loans to employees, directors, or both, have been made during the course of the past year and have determined that none were made; and

WHEREAS, the President of this Corporation has examined the corporate stock records to determine whether any transfer of ownership interest has been made, and has determined that no such transfers have occurred;

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the record keeping activities of the Corporation during the past year, which include, but are not limited to those set forth in the foregoing clauses, are deemed to be acceptable and sufficient pursuant to the requirements of the Idaho Code, and such activities are hereby ratified, confirmed and approved.

#### **RATIFICATION OF BUSINESS ACTIVITIES:**

BE IT FURTHER RESOLVED, that all corporate activities, including, but not limited to, any financial dealings and negotiations, the acquisition or sale of corporate assets, payment of corporate debt and any and all other business activities entered into by

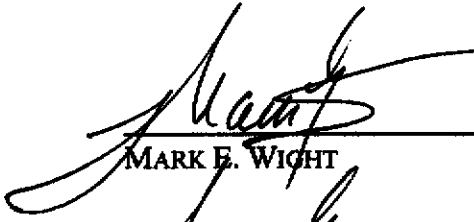
the officers of this Corporation over the course of the past year be, and they hereby are, ratified, confirmed and approved.

**FURTHER ACTIONS:**

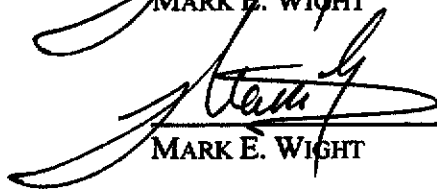
BE IT FURTHER RESOLVED, that the officers of this Corporation be, and they hereby are authorized and empowered to take such steps and execute and deliver such documents on behalf of the Corporation as they may deem necessary, appropriate or advisable in order to carry out the business of this Corporation for the ensuing year and to accomplish the intent and purposes of the foregoing resolutions, such determinations to be conclusively evidenced by the taking of such steps and the execution and delivery of such documents.

DATED this 3<sup>rd</sup> day of August, 2009

DIRECTOR:

  
\_\_\_\_\_  
MARK E. WIGHT

SHAREHOLDER:

  
\_\_\_\_\_  
MARK E. WIGHT