

**MINUTES OF ACTION OF INCORPORATOR TAKEN
WITHOUT A MEETING BY WRITTEN CONSENT
OF
SIERRA PARK SERVICES, INC.,
A CALIFORNIA CORPORATION**

The following action is taken by the incorporator of SIERRA PARK SERVICES, INC., a California corporation, by written consent, without a meeting on May 25, 2013.

APPROVAL OF BYLAWS

The following resolution approving a form of bylaws for the government of this Corporation is adopted:

RESOLVED: That the bylaws presented to the incorporator be adopted as the bylaws of this Corporation, and that a copy of those bylaws shall be inserted in the record book of this Corporation.

ELECTION OF DIRECTOR(S)

The following resolution electing the director(s) of the Corporation is adopted:

RESOLVED: That pursuant to the foregoing bylaws, the following person(s) is/are hereby appointed as director(s) of this Corporation for the ensuing year and until its/their successor(s) have been elected and qualified:

Michael Lechner
Ray Coyle
Wanda Lenhardt
Heidi Ordwein
Larry Cowles
Yvonne Peter

The undersigned, the incorporator of this Corporation, consents to the foregoing actions.

IN WITNESS WHEREOF, the undersigned have executed this Action of Incorporator as of the date set forth below.

DATED: May 25, 2013

Timothy T. Trujillo, Esq., incorporator

**WAIVER OF NOTICE AND CONSENT TO HOLDING OF
ORGANIZATIONAL MEETING OF BOARD OF DIRECTORS
OF
SIERRA PARK SERVICES, INC.,
A CALIFORNIA CORPORATION**

The undersigned, being the directors of SIERRA PARK SERVICES, INC., a California corporation, hereby waive notice of the first meeting of the board of directors of the Corporation which is to be held on May 26, 2013 at _____, Long Barn, California commencing at _____ am/pm, and consent to this meeting being held at that time and place and to the transaction of any and all business by the directors at the meeting, including electing officers and providing for the issuance of stock, and any other actions that may be required or appropriate to complete the organization of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Waiver and Consent as of the date set forth below.

DATED: May 26, 2013

By: Michael Lechner

By: Ray Coyle

By: Wanda Lenhardt

By: Heidi Ordwein

By: Larry Cowles

By: Yvonne Peter

**MINUTES OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS
OF
SIERRA PARK SERVICES, INC.,
A CALIFORNIA CORPORATION**

The board of directors of **SIERRA PARK SERVICES, INC.**, a California corporation ("Corporation"), held its first meeting on May 26, 2013 at _____, Long Barn, California commencing at _____ am/pm. The meeting was held pursuant to a Waiver of Notice and Consent signed by the directors of the Corporation, which has been placed in the Record Book preceding these minutes.

The following directors, being all of the directors of the Corporation, were present:

Michael Lehner
Ray Coyle
Wanda Lenhardt
Heidi Ordwein
Larry Cowles
Yvonne Peter

Upon motion duly made, seconded and unanimously carried, Michael Lechner was elected as Chairman and Wanda Lenhardt as temporary Secretary of the meeting.

ARTICLES OF INCORPORATION

The Chairman stated that the Articles of Incorporation of the Corporation were filed in the office of the California Secretary of State on March 25, 2013 and that the incorporator had amended such articles in the form of **Exhibit "A"** hereto. The Chairman presented to the meeting a certified copy of the Articles of Incorporation and a copy of the Certificate of Restatement of Articles of Incorporation submitted by the incorporator to the California Secretary of State of May 24, 2013 and suggested that a copy of said Articles of Incorporation should be inserted in the Record Book of the Corporation.

RESOLVED: That the Secretary should insert the certified copy of the Articles of Incorporation in the Record Book of the Corporation and

RESOLVED FURTHER: That the Certificate of Restatement of Articles of Incorporation submitted by the incorporator on May 24, 2013 is hereby approved.

APPROVAL AND RATIFICATION OF BYLAWS

The Chairman then presented the Bylaws of the Corporation to the Board of Directors. The Chairman stated that the Bylaws had been previously adopted by the incorporator of the Corporation and that it was in the best interest of the Corporation that the Bylaws entitled "Bylaws of SIERRA PARK SERVICES, INC." be approved and ratified by the Board of Directors as the Bylaws of this Corporation.

RESOLVED: That the Bylaws presented to this meeting be, and the same hereby are, approved and ratified as the Bylaws of this Corporation, and the Secretary is directed to certify the adoption of said Bylaws and to maintain a copy of the Bylaws, so certified, at the Corporation's principal executive or business office in accordance with the General Corporation Law of the State of California.

CORPORATION SEAL

The Chairman then presented the Corporation Seal. The following resolution was moved, seconded and adopted:

RESOLVED: That the Corporation Seal containing the words "SIERRA PARK SERVICES, INC." together with the date of incorporation is hereby adopted as the Seal of the Corporation.

RECORD BOOK

The Chairman stated that a book should be maintained as the Record Book of the Corporation for the purpose of collecting and having all of the important documents of readily available. The following resolutions were moved, seconded and adopted:

RESOLVED: That the Corporation shall obtain and maintain a Record Book of the Corporation, which shall include the articles and any amendments thereto, the bylaws and any amendments thereto, the minutes of all meetings (or consents in lieu of meetings) of the shareholders and board of directors of the Corporation and all other important documents.

AGENT FOR SERVICE OF PROCESS

The Chairman then noted that Timothy T. Trujillo, Esq. had been appointed as the initial agent for service of process in the State of California in the Articles of Incorporation. The Chairman stated that it was in the best interest of the Corporation to appoint Michael Lechner as the agent for service of process for the Corporation.

RESOLVED: That Michael Lechner is hereby confirmed as the agent for service of process in the State of California for the Corporation.

PRINCIPAL EXECUTIVE OFFICE

RESOLVED: That 25012 Abraham Ave., Long Barn, California 95335 be, and the same hereby is, designated and fixed as the principal executive office for the transaction of the business of this Corporation.

CONFIRMATION OF DIRECTORS

The Chairman stated that directors of the Corporation were Michael Lechner, Ray Coyle, Wanda Lenhardt, Heidi Ordwein, Larry Cowles, and Yvonne Peter. The following resolution was moved, seconded and adopted:

RESOLVED: Michael Lechner, Ray Coyle, Wanda Lenhardt, Heidi Ordwein, Larry Cowles and Yvonne Peter were confirmed as the directors of the Corporation.

Such Directors accepted his or her appointments as evidenced by his or her signatures on the attached acceptance of appointment of directors.

CONFLICT OF INTEREST POLICY

The Chairman then noted the importance that the Board of Directors and any members of its Committees not personally profit or gain, directly or indirectly, by reason of his or her participation on the Board of Directors. Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED: That the corporation adopts the conflict of interest policy set forth on **Exhibit “B”** hereto and that each member of the Board of Directors shall be required to agree to such policy in writing following the meeting.

ELECTION OF OFFICERS

The Chairman stated the next item of business would be to elect officers of the Corporation for the coming year. After discussion, and upon nominations duly made and seconded, the following persons were unanimously elected to the offices as follows:

<u>TITLE</u>	<u>NAME</u>
Chief Executive Officer/President	Michael Lechner
Vice President	Heidi Ordwein
Secretary	Wanda Lenhardt
Chief Financial Officer/Treasurer	Ray Coyle

The director thereupon adopted the following resolution:

RESOLVED: That the corporate officers are hereby directed to prepare and file with the California Secretary of State any required statement of information.

The Officers accepted their appointments as evidenced by their signatures on the Acceptances of Appointments by Officers attached to these Minutes.

FISCAL YEAR

The Chairman stated it would be advisable for the Corporation to establish a fiscal year. Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED: That the fiscal year of this Corporation shall end on May 31 of each year.

ESTABLISH BANK ACCOUNTS

The Chairman then stated that there were separate resolutions adopted by the Corporation for the establishment of deposit accounts for the Corporation.

PAYMENT OF INCORPORATION EXPENSES

In order to provide for the payment of the expenses of the incorporation and organization of the Corporation, upon motion duly made, and seconded, the following resolution was unanimously adopted:

RESOLVED: That the officers of the Corporation are authorized and directed to pay the expenses of its incorporation and organization, including effecting reimbursement to any persons who have advanced funds to the Corporation for such purposes and payment of any amounts remaining owing to attorneys and/or accountants for services in connection therewith, including, without limitation, to the ODD FELLOWS SIERRA RECREATION ASSOCIATION (the "Recreation Association") for the services of its attorneys and accountants.

RATIFICATION OF PREINCORPORATION CONTRACTS

The board next considered the ratification of commitments made on behalf of the Corporation prior to the completion of its organization. Upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED: That the contracts and transactions entered into on behalf and for the benefit of this Corporation, be and they hereby are accepted, adopted and ratified by this Corporation; and

RESOLVED FURTHER: That this Corporation save, defend, indemnify and hold harmless the persons who entered into said contracts and transactions on behalf and for the benefit of this Corporation, from and against any liability or expense arising therefrom and thereunder.

NO EMPLOYMENT AGREEMENTS

The Chairman then stated that it was in the best interest of the Corporation not to enter into a written employment agreement with any person without the consent of the board of directors. After discussion, the following resolution was unanimously adopted:

RESOLVED: That the Corporation shall not enter into a written employment agreement with any person without the consent of the board of directors.

SHAREHOLDER CERTIFICATES

The Chairman presented a proposed form of shareholder certificate to be used by Corporation for the issuance of its common shares, a blank copy of which is attached hereto as **Exhibit "C."** The following resolutions were moved, seconded and adopted:

RESOLVED: That the shareholder certificate representing shares in the Corporation be in substantially the same form as the form of shareholder certificate attached hereto as Exhibit "C."

RESOLVED FURTHER: That each shareholder certificate shall be consecutively numbered beginning with number 1, shall be issued only with the signature of the Chief

Executive Officer or President and Secretary of the Corporation; and

RESOLVED FURTHER: That each shareholder certificate shall state the name of Corporation, the laws of the state under which the Corporation is organized, and the name of the owner to whom issued and the date of issue; and

RESOLVED FURTHER: That each shareholder certificate shall state a statement of designations, preferences, qualifications, limitations, restrictions, and special or related rights of the holder on the face or back of the certificate, or, in lieu thereof, the Corporation shall furnish the statement as a separate document to the holder upon request without charge; and

RESOLVED FURTHER: That the Secretary is instructed to insert a blank shareholder certificate as adopted hereby as a specimen in the Record Book of the Corporation immediately following these minutes.

AUTHORIZE ISSUANCE OF SHARES

The matter of issuing shares of the Corporation's capital stock was then considered, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED: That the officers of this Corporation be, and they hereby are, authorized to sell and issue one share of capital stock of this Corporation to each lot owner of the subdivisions known as I.O.O.F. Odd Fellows Sierra Camp Subdivision No. 1 and I.O.O.F. Odd Fellows Sierra Camp Subdivision No. 2 of Tuolumne County, California (collectively, the "Park") for Ten Dollars (\$10.00) per share. No person may hold more than one (1) share of stock of the corporation per legal lot within the Park.

In the case a lot of the Park that is co-owned by one or more individuals, owned by a trust or owned by a legal entity:

(a) Multiple Co-Owners: Only one (1) of such co-owners shall be entitled to vote a share. The co-owners shall inform the Secretary of the corporation in writing of the person who shall be entitled to vote the share.

(b) Trust: The trustees of the trust shall be entitled to hold the share. An authorized representative of the trust shall inform the Secretary of the corporation in writing of the trustee who shall be entitled to vote the share.

(c) Legal Entity: The legal entity shall be entitled to hold the share. An authorized representative of such entity shall inform the Secretary of the corporation in writing of the person who shall be entitled to vote the share.

RESOLVED FURTHER: That such shares shall be issued within the exemption from qualification afforded by Section 25102(f) of the California Corporate Securities Law of 1968 and shall, in all respects, meet the requirements thereof; and

RESOLVED FURTHER: That each shareholder must sign a Shareholder Certification in the form of **Exhibit “D”** hereto at the time of his/her/its purchase of a share of stock of the corporation.

There was then a motion to temporary adjourn the meeting for one-half (1/2) hour to sell shares to lot owners of the Park who were present.

PURCHASE FROM ODD FELLOWS SIERRA RECREATION ASSOCIATION

The meeting resumed at _____ am/pm. The Chairman noted that during the adjournment, the Corporation had sold _____ shares of its stock to lot owners of the Park.

The Chairman then stated that the Recreation Association had approved the transfer of (i) all real property located within the boundaries of the Park that is owned by the Recreation Association (the “Real Property to be Transferred”) *together with* (ii) all improvements and fixtures located thereon and all tangible personal property of the Corporation (collectively the Non-Water Related Personal Property to be Transferred) and together with the Real Property to be Transferred, collectively, the “Non Water Related Assets to Be Transferred”) to the Corporation *excepting only*,

- 1) Lot 67 Block 21 (APN 031-064-10) of the Park which is owned by the Corporation (the “Caretaker’s Lot”).
- 2) Any water lines, wells, water storage tanks and related improvements located on the Real Property to be Transferred or the Timber Land (which such water lines, wells, pumps, water storage tanks and related improvements shall not be included in the definition of Non-Water Related Personal Property to be Transferred).
- 3) Any water rights associated with Sugar Pine Creek.

The Recreation Association will retain an easement over the streets and roads of the Park for ingress and egress and for the removal of timber from certain real property adjacent to the Park owned by the Corporation (the “Timber Land”). The Real Property to Be Transferred will *not* include any other real property owned by the Corporation, including, but not limited to, the Timber Land.

The Chairman then noted that in connection with the transfer of the Non Water Related Assets to Be Transferred, the Corporation will be required to enter into certain agreements (collectively, the “Purchase Documents”), the forms of which have not been reviewed by the Board of Directors. Discussion then followed regarding the purchase of the Non Water Related Assets to Be Transferred. Upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED: The Corporation shall purchase the Non Water Related Assets to Be Transferred from the Recreation Association pursuant to the Purchase Documents.

RESOLVED FURTHER: That the officers of this Corporation be, and they hereby are, authorized by the Board of Directors to negotiate the form of and terms of the Purchase Documents with the Recreation Association.

BUDGET AND ASSESSMENT

The Chairman then stated that the Corporation must adopt a budget for the June 1, 2013 to May 31, 2014 fiscal year for the services to be provided by the Corporation to the lot owners of the Park. The Chairman then presented a proposed budget for the June 1, 2013 to May 31, 2014 fiscal year for the board's review.

The Chairman then opened up the meeting for comments regarding the proposed budget from the shareholders of the Corporation who had just purchased a share of the Corporation. Discussion among the shareholders and the board of directors then followed regarding the amount of the budget. The Chairman then closed shareholder discussion on the matter. Discussion then followed regarding the amount of the budget and the billing of the services that the Corporation intended to provide to the lot owners of the Park and upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED: That the budget attached hereto as **Exhibit "E"** is hereby adopted.

RESOLVED: That the lot owners of the Park shall be assessed annually in advance for the services to be provided by the Corporation for the upcoming fiscal year.

RESOLVED FURTHER: That the Corporation shall immediately send an assessment to all lot owners of the Park for the upcoming fiscal year.

RESOLVED FURTHER: That although the Corporation intends to approve a new budget at its annual meeting, the approved budget shall remain in place from year to year until a new budget is approved by the Corporation.

RESOLVED FURTHER: That the board shall have the right to impose special assessments on the lot owners of the Park for extraordinary expenses.

RESOLVED FURTHER: That any lot owner of the Park that does not pay for such assessment for a period of time to be later defined by the board of directors shall have all services terminated.

LOAN FROM RECREATION ASSOCIATION

The Chairman then noted that it was necessary to borrow certain monies in order for the Corporation to begin providing services to the lot owners of the Park. The Chairman stated that the Recreation Association had offered to loan \$32,500 to the Corporation for a period up to one hundred and fifty (150) days at a rate of 5/10 percent (.5%) per annum (the "Loan"). The Loan would be secured by a first deed of trust on the Real Property to be Transferred and by a perfected security interest in a first lien position on the Non-Water Related Personal Property to be Transferred.

The Chairman then noted that in connection with the Loan, the Corporation will be required to enter into certain agreements and deliver certain instruments (collectively, the “Loan Documents”), the forms of which have not been reviewed by the Board of Directors. Discussion then followed the Loan. Upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED: The Corporation shall borrow \$32,500 from the Recreation Association pursuant to the Loan Documents. All costs and expenses in connection with the Loan, including the Recreation Association’s attorneys’ fees, shall be paid by the Corporation.

RESOLVED FURTHER: That the officers of this Corporation be, and they hereby are, authorized by the Board of Directors to negotiate the form of and terms of the Loan Documents with the Recreation Association.

ATTORNEY FOR CORPORATION

The Chairman then stated that the Recreation Association had paid for formation of the Corporation and that its attorneys, Dambacher, Trujillo & Wright, a professional law corporation, had acted on instructions from the Recreation Association in forming the Corporation. However, the Chairman then stated that neither Dambacher, Trujillo & Wright, a professional law corporation, nor any of its attorneys, including, without limitation, Timothy T. Trujillo, Esq., represents the Corporation in any matters. The Chairman suggested that the Corporation seek legal counsel to advise it in connection certain legal matters, including, without limitation, in connection with the Purchase Documents and Loan Documents. The following resolutions were moved, seconded and adopted:

RESOLVED: That the Corporation acknowledge that neither Dambacher, Trujillo & Wright, a professional law corporation, nor any of its attorneys, including, without limitation, Timothy T. Trujillo, Esq., represents the Corporation in any matters and that to the extent any attorney-client relationship exists between Corporation and Dambacher, Trujillo & Wright, a professional law corporation, any conflict of interest that exists between Corporation and the Recreation Association is hereby waived in connection with the formation of the Corporation.

RESOLVED FURTHER: The Corporation shall seek legal counsel to advise it in connection certain legal matters, including, without limitation, in connection with the negotiation of the Purchase Documents and Loan Documents.

OTHER NECESSARY ACTS

The Chairman then noted that it was necessary to authorize all other acts necessary to complete the organizational process. The following resolution was moved, seconded and adopted:

RESOLVED: That the Chief Executive Officer of the Corporation is authorized and directed to make such filings and applications, to execute and deliver such documents and

instruments and to do such acts and obtain such licenses, authorizations, and permits as are necessary or desirable for the Corporation to conduct its business, to fulfill legal requirements applicable to the Corporation or its business to complete the organization of the Corporation and its qualification to do business wherever it does or desires to do business and to take any other action necessary or advisable to carry out the purposes of this resolution.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Wanda Lenhardt
Secretary of Meeting

ATTEST:

Michael Lechner
Chairman of the Meeting

Acceptance of Appointment by Director of the Corporation as of May 26, 2013:

Michael Lehner
Director

Ray Coyle
Director

Wanda Lenhardt
Director

Heidi Ordwein
Director

Larry Cowles
Director

Yvonne Peter
Director

Acceptances of Appointment by Officers of the Corporation as of May 26, 2013:

Michael Lehner
Chief Executive Officer/President

Heidi Ordwein
Vice President

Wanda Lenhardt
Secretary

Ray Coyle
Chief Financial Officer/Treasurer

Exhibit "A"

**CERTIFICATE OF RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
SIERRA PARK SERVICES, INC.**

I, Timothy T. Trujillo, Esq., hereby certify that:

1. I am the incorporator of **SIERRA PARK SERVICES, INC.**, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**RESTATED
ARTICLES OF INCORPORATION
OF
SIERRA PARK SERVICES, INC.**

I.

The name of this corporation is: **SIERRA PARK SERVICES, INC.**

II.

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

The name and address in the State of California of this corporation's initial agent for service of process is:

Timothy T. Trujillo, Esq.
32 N. Washington St.
Sonora, CA 95370

IV.

The initial street address of this corporation is:

32 N. Washington St.
Sonora, CA 95370

The initial mailing address of this corporation is:

P.O. Box 116
Long Barn, CA 95335

V.

This corporation is authorized to issue one class of shares of stock. The total number of shares which this corporation is authorized to issue is ten thousand (10,000).

VI.

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VII.

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

VIII.

The board of directors of this corporation may levy assessments upon the outstanding shares of this corporation. The majority of the outstanding shares of this corporation must also approve such assessments. In addition to the forfeiture and sale remedies provided by Section 423 of the California Corporations Code, this corporation may institute civil actions against shareholders to recover delinquent assessments.

IX.

One-third (1/3) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of this corporation.

3. The Corporation has no Board of Directors.
4. No shares of the Corporation have been issued to any person.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: May 24, 2013

Timothy T. Trujillo, Esq.
incorporator

Exhibit "B"
SIERRA PARK SERVICES, INC.
Conflict of Interest Policy

I acknowledge that no member of the Board of Directors, nor any members of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the **SIERRA PARK SERVICES, INC.**, a California corporation (the "Corporation").

I acknowledge that each individual must disclose to the Corporation any personal interest which he or she may have in any matter pending before the Board of Directors and shall refrain from participation in any decision on such matter.

I also acknowledge that any member of the Board of Directors and any member of any Committee of the Board of Directors shall identify his or her affiliation with such entity below; further, in connection with any committee or board action specifically directed to such entity, he or she shall not participate in the decision affecting that entity and the decision must be made and/or ratified by the full board.

At this time, I am a board member, committee member, officer, or an employee of the following organizations:

I also certify that, except as described below, I am not now nor at any time during the past year have been:

- 1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with SIERRA PARK SERVICES, INC. which has resulted or could result in personal benefit to me.
- 2) A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with SIERRA PARK SERVICES, INC.

Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with the Corporation.

Dated: _____, 201__

Signature: _____

Printed Name: _____

Exhibit "C"

Form of Shareholder Certificate

See attached.

Exhibit "D"

**Sierra Park Services, Inc.
Shareholder Certification**

The undersigned hereby certifies that (insert full legal names of each lot owner)

is/are the legal owner(s) of the following lot of the subdivision known as I.O.O.F. Odd Fellows Sierra Camp Subdivision No. 1 or of the subdivision known as I.O.O.F. Odd Fellows Sierra Camp Subdivision No. 2 of Tuolumne County, California:

(Insert Lot Address) _____ or
(Insert APN) _____ or
(Insert Lot Number) _____ and (Insert Block Number) _____

If the above-referenced lot is co-owned by one or more individuals, owned by a trust or owned by a legal entity, I hereby certify that I have been designated by the other individuals who co-own such lot, by the other trustees of the trust that owns such lot or by the entity that owns such lot, as the case may be, as the person designated to vote the share of the Corporation.

I have had an opportunity to review a copy of the By-laws of Sierra Park Services, Inc. ("Corporation"), including, without limitation, Article III, Sections 16 and 17 thereof.

Dated: _____, 201__

(Sign above)

By: _____

(Print name above)

Exhibit "E"
Approved Budget

**MINUTES OF ACTION OF THE BOARD OF DIRECTORS TAKEN
WITHOUT A MEETING BY UNANIMOUS WRITTEN CONSENT
OF
SIERRA PARK SERVICES, INC.,
A CALIFORNIA CORPORATION**

The undersigned, the directors of the above-named corporation (“Corporation”), do hereby adopt, approve, confirm and ratify the resolutions hereinafter set forth dated May 26, 2013 and declare that said resolutions are and shall be considered valid and legal and of the same force and effect as though adopted at a duly noticed and properly held meeting of the board of directors of the Corporation:

BANKING RESOLUTIONS

WHEREAS, a depository for the funds of Corporation is needed.

RESOLVED, that Michael Lechner, as the Chief Executive Officer/President of the Corporation, and Ray Coyle, as the Chief Financial Officer of the Corporation, are hereby authorized to do the following acts:

- a. To designate one or more banks, trust companies, or other similar institutions as depositories of the funds, including without limitation, cash and cash equivalents of Corporation;
- b. To open, keep and close general and special bank accounts, including general deposit accounts, payroll accounts and working fund accounts with any such depository;
- c. To cause to be deposited in such accounts with any such depository, from time to time, such funds, including without limitations, cash and cash equivalents of Corporation as the officers deem necessary or advisable, and to designate or change the designation of the officers and the agent or agents of Corporation who would be authorized to make such deposits and to endorse checks, drafts or other instruments for such deposits;
- d. From time to time to designate or change the designation of the 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 Corporation against any funds deposited in any of such accounts, and to revoke any such designation;
- e. To authorize the use of facsimile signatures for the signing or countersigning of 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;
- f. To make such general and special rules and regulations with

respect to such accounts the officers may deem necessary or advisable; and

g. To complete and execute printed blank signature card forms in order to exercise the authority granted by this resolution, and any resolutions printed thereon shall be deemed adopted as a part hereof.

RESOLVED FURTHER, that Michael Lechner and Ray Coyle shall be initially authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of Corporation against any funds deposited in any of such accounts.

RESOLVED FURTHER, that all checks, drafts or other orders for the payment of money issued in the name of Corporation against any funds deposited in any of such accounts shall require the signatures of two of the above officers of the Corporation if the amount of such check, draft or other order for the payment exceeds \$25,000.00.

RESOLVED FURTHER, that all form resolutions required by any such depository, if any, as presented to and considered by the board of directors are hereby adopted in such forms utilized by the depository, and Michael Lechner, the Chief Executive Officer of the Corporation, is hereby authorized to certify such resolutions as having been adopted by the board of directors and is directed to attach such forms to these minutes as Exhibit "A" and insert the forms of such resolutions in the Record Book of the Corporation; and

RESOLVED FURTHER, that any such depository to which a copy of these resolutions shall have been delivered, shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of these resolutions by the board of directors of Corporation.

This Unanimous Written Consent is dated this 26th day of May, 2013.

Michael Lehner, Director

Ray Coyle, Director

Wanda Lenhardt, Director

Heidi Ordwein, Director

Larry Cowles, Director

Yvonne Peter, Director