

**ACTION BY THE BOARD OF DIRECTORS**

**OF**

**THE JABBER FOUNDATION**

The undersigned, being all the members of the Board of Directors of The Jabber Foundation (the "Corporation"), a Delaware non-stock Corporation, do hereby take the following action pursuant to Section 108(c) of the General Corporation Law of the State of Delaware in lieu of a meeting of Directors:

**Adoption of Bylaws**

RESOLVED, that the form of Bylaws presented to the directors be, and the same hereby is, ratified and adopted as the Bylaws of the Corporation.

FURTHER RESOLVED, that said form of Bylaws be attested to by the Secretary of the Corporation as of the date hereof and inserted in the minute book.

**Election of Officers**

RESOLVED, that the following named persons are hereby elected to the offices set forth opposite their respective names, such officers immediately to assume the discharge of their respective duties and to hold office for the period provided in the Bylaws:

<u>Name</u>	<u>Officer</u>
<u>MICHAEL BAUER</u>	Executive Director
<u>ANDRE DURAND</u>	Chair of the Board
<u>PETER SAINT-ANDRE</u>	Secretary
<u>STUART LOCKO</u>	Treasurer

**Banking Resolution**

RESOLVED, that the officers are authorized to open corporate banking accounts at WALWERT. Checks drawn on the accounts may be signed by the Executive Director or Treasurer. The Secretary is hereby authorized to operate and certify the form of corporate resolutions required by such bank to evidence the authority

conferred by these resolutions, which resolutions are hereby incorporated herein and adopted by reference.

**Fiscal Year**

RESOLVED, that the Corporation's first fiscal year shall end on DEC 31, 2001, and thereafter, the Corporation's fiscal year shall be the twelve-month period beginning JAN 1, 2002 and ending DEC 31, 2002.

**Accountant**

RESOLVED, that ARTHUR ANDREWS N, public accountants, be retained to assist in setting up books of account for the Corporation and to advise on accounting matters to serve at the pleasure of the Board of Directors.

**Exemption Application**

RESOLVED, that the officers and directors of the Corporation be and hereby are authorized and directed, in the name and on behalf of the Corporation, to prepare and file an Application for Recognition of Exemption from federal taxation on behalf of the Corporation and to prepare and file any other documents necessary to obtain exemption from federal and state taxation pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. The officers and directors of the Corporation are authorized and directed, in the name and on behalf of the Corporation to take or cause to be taken any and all other actions (including, without limitation, filing any and all other instruments and documents) necessary for the Corporation to operate as a tax-exempt Corporation.

This action may be executed in counterparts and shall be effective when executed by all of the directors, whether in one or more copies.

Dated: AUG 20<sup>TH</sup>, 2001

James Barry

Andre Durand

Jeremie Miller

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