

**CONSENT IN LIEU OF HOLDING THE
ORGANIZATIONAL MEETING OF INITIAL DIRECTORS
OF
WEATHERBY HOMEOWNERS' ASSOCIATION**

The undersigned, being all of the Directors of Weatherby Homeowners' Association, a Washington nonprofit corporation (the "Corporation"), hereby consent to the following corporate action without holding a formal organizational meeting of the Corporation.

Election of Officers

The following individuals are unanimously elected to the corporate office set forth opposite their names, to serve as such until the first annual meeting of the Directors and the elections and qualifications of their successors:

| | |
|------------------------------|--------------------|
| President and Treasurer | Tony R. Kastens |
| Vice President and Secretary | Patrick L. McCourt |

Articles of Incorporation

It is noted that the Articles of Incorporation of the Corporation were filed in the Office of the Secretary of State of the State of Washington on August 7, 2003. The Articles and Certificate of Incorporation shall be inserted in the Minute Book.

Adoption of Bylaws

Those certain Bylaws dated effective August 7, 2003, are hereby adopted as the Bylaws for regulation and management of the affairs of this Corporation. The President is directed to sign and place the Bylaws in the corporate Minute Book.

Banking

The following resolutions with regard to banking authorities are adopted:

RESOLVED: That the Lake Stevens branch of Frontier Bank is hereby designated as the depository for the funds of this Corporation, and such Bank is hereby authorized and directed to pay checks and other orders for the payment of money drawn in the name of this Corporation, when duly signed, and such Bank shall not be required, in any case, to make inquiry respecting the application of any instrument executed by virtue of this resolution, or of the proceeds therefrom, nor be under any obligation to see to the application of such instrument or proceeds. The person(s) authorized to sign on checking accounts at this Bank shall be as set forth on the form banking resolutions required by the bank utilized by the Corporation, copies of which shall be filed in the Corporate Minute Book.

Accounting Year

The President has conferred with the Corporation's accountant regarding an accounting year for the Corporation and the following resolution is adopted:

RESOLVED: That the fiscal/accounting year for the Corporation shall be January 1 to December 31.

Tax-Exempt Status

The following resolution is adopted regarding the tax-exempt status of the Corporation:

RESOLVED: that the officers are hereby authorized and directed to do all things required to maintain the Corporation's status as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Payment of Expenses

The following resolution is hereby adopted regarding payment of expenses of employees:

RESOLVED: That the officers and employees of the Corporation are authorized to incur reasonable expenses in connection with the business of the Corporation, including expenses for entertainment, travel and similar items. Reimbursement shall be made to such officers by the

Corporation, either directly or indirectly, for all such reasonable expenses.

Contract Signing Authority

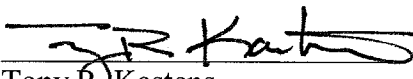
The following resolution concerning contract signing authority is hereby adopted:

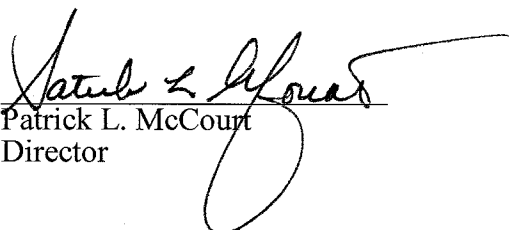
RESOLVED: That the President is hereby authorized and directed, on behalf of this Corporation, to execute and deliver any and all documents of any kind whatsoever concerning any transaction for this Corporation, including but not being limited to contracts, mortgages, deeds of trust, and assignments; and to give such security therefor as is deemed to be in the best interests of this Corporation.

Licenses, Insurance, Reports

The officers of the Corporation are authorized and directed to make application for and to obtain all requisite licenses, permits, and authorizations required under any applicable state, municipal, and federal laws or regulations affecting the operations of the Corporation. They are also authorized and directed to obtain any insurance deemed necessary in connection with the affairs of the Corporation, including liability insurance, and also to obtain fidelity bonds, as needed, on those employees handling the funds of the Corporation. The officers are further directed to file an Annual Report in the form required by the Secretary of State, and to complete all other reports and returns required.

Dated effective August 7, 2003.


Tony R. Kastens
Director


Patrick L. McCourt
Director