

**SEATTLE GIRLS' CHOIR GUILD
BOARD RESOLUTIONS**

1. Amendment of Charter Documents

WHEREAS: The Board of Directors has determined it is in the best interest of the Corporation to amend its Articles of Incorporation and to amend its Bylaws in their entirety;

NOW, THEREFORE, BE IT

RESOLVED: That the Articles of Amendment to the Articles of Incorporation are hereby approved in the form attached hereto as **Exhibit A** (the "**Amended Articles**") and that the Corporation's President or Secretary, or either of them, is each hereby authorized and directed to make such changes to and refinements of the Amended Articles as either deems necessary or appropriate upon advice of counsel, and is further authorized to execute and deliver the Amended Articles to the Washington Secretary of State for filing on behalf of the Corporation;

FURTHER RESOLVED: That effective upon the filing of the Amended Articles with the Washington Secretary of State (the "**Effective Date**"), the Bylaws of the Corporation are hereby amended and restated in their entirety in the form attached hereto as **Exhibit B** (the "**Amended and Restated Bylaws**");

FURTHER RESOLVED: That the Secretary of the Corporation shall cause the Amended and Restated Bylaws to be filed with the minute books of the Corporation as soon as practicable after the Effective Date.

2. General

FURTHER RESOLVED: That the President and the Secretary of the Corporation are hereby severally authorized and empowered in the name and on behalf of the Corporation to do or cause to be done any and all additional acts and things as in the judgment of the officer taking the action, may be necessary, appropriate, or advisable to carry out the purposes and intent of the foregoing resolutions; and

FINALLY RESOLVED: That any actions taken by any of the officers of the Corporation prior to the adoption of these resolutions that are within the authority conferred in the foregoing resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.