

Greater Cincinnati Orchid Society

Initial Resolutions of the Board of Directors under the Amended Regulations dated April 7, 2009

Whereas, the Greater Cincinnati Orchid Society (“GCOS”) Regulations attached have been adopted by a vote of the Members, and

Whereas, the Members have elected Directors and officers of the Board, and

Whereas certain actions are necessary to implement the Regulations, then

Resolved, the officers are hereby authorized and instructed to take such actions as may be necessary to register as a corporation in the state of Ohio, either by reinstatement or new application at their discretion, and

Resolved Further, the officers are hereby authorized and instructed to register the corporation as a charitable organization in the state of Ohio, and to take any further actions to meet any state requirements of charitable organizations, and

Resolved Further, the Directors are authorized and instructed to take such actions as may be necessary or desirable to secure a determination from the Internal Revenue Service that the organization is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and

Resolved Further, that the officers are authorized to maintain bank and trust accounts on behalf of the corporation at US Bank, and that the proper officers of the corporation are authorized to prepare, execute and file with such bank the necessary bank resolution form and attach a copy hereto. Such resolutions shall be deemed incorporated herein by reference and made a part hereof, and

Resolved Further, that the fiscal year of the corporation shall end on the 31st day of December, and

Resolved Further, that the officers of the corporation are authorized and directed to take all further action as they may deem necessary or desirable to fully and expeditiously complete the organization of GCOS under the new Regulations, and

Resolved Further, that the actions taken by the past officers as the incorporator of the corporation are hereby ratified and approved, and

General Authority

Resolved, that any officer of the corporation, and each of them, is authorized, in the name of and on behalf of the corporation, to take all action and to execute all agreements, instruments, and other documents, in such form and as each of such officer(s) considers necessary or desirable to effectuate the foregoing resolutions and to carry out the purposes thereof; the taking of any such action and execution of any such agreement, instrument or document to be conclusive evidence of the due authorization thereof by the members of the Board of the corporation.

Approved: by the Board of Directors on April 7, 2009