

**FIRST RESOLUTIONS ADOPTED BY
THE UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS OF
THE JACK ROBERT WALTER FOUNDATION**

A California Non-Profit Public Benefit Corporation

Pursuant to the Bylaws of THE JACK ROBERT WALTER FOUNDATION, a California non-profit public benefit corporation, the undersigned, constituting all of the directors of the Corporation, hereby adopt the following resolutions on the 24th day of October 2013.

APPROVAL OF ACTIONS OF INCORPORATOR:

RESOLVED, that the actions of the Sole Incorporator of this corporation as set forth in the Organizational Actions of Incorporator, dated October 24, 2013, are hereby ratified, confirmed and approved; and the Board of Directors hereby accept their election as the Board of Directors of this corporation, and hereby adopt the resolutions contained in the Organizational Actions.

ADOPTION OF BYLAWS:

RESOLVED, that the Bylaws presented to the Sole Incorporator be, and the same hereby are, adopted as and for the Bylaws of this corporation.

RESOLVED FURTHER, that the Secretary of this corporation be, and she hereby is, authorized and directed to execute a Certificate of the Adoption of said Bylaws and the Secretary is instructed to insert said Bylaws as so certified in the Minute Book of this corporation.

ELECTION OF OFFICERS:

RESOLVED, that the following persons be elected to the offices set forth after their names:

JACK R. WALTER	-	President
SHARON E. WALTER-GOLDSMITH	-	Chief Financial Officer
SHARON E. WALTER-GOLDSMITH	-	Secretary

ADOPTION OF CORPORATE SEAL:

RESOLVED, that the seal, an impression of which is hereto affixed, is adopted as the corporate seal of the corporation.

PRINCIPAL PLACE OF BUSINESS:

RESOLVED, that the County of Los Angeles, State of California be, and the same hereby is, designated as the principal office for the transaction of the business of this corporation until changed by subsequent resolution of the Directors.

ACCOUNTING YEAR:

RESOLVED, that the first accounting year of the corporation is fixed from the date of incorporation to December 31, 2013 and, thereafter, the accounting year of the corporation shall end on December of each year.

PAYMENT OF EXPENSES OF INCORPORATION:

RESOLVED, that any officer of this corporation is authorized and directed to pay the expenses of incorporation, and to reimburse the persons advancing funds to the corporation for this purpose.

ESTABLISH [BANK ACCOUNT] AND INVESTMENT BANKING ACCOUNT:

WHEREAS, it is deemed advisable to provide for a depository for the funds of the corporation, including cash, money market and non-cash marketable investment securities and to authorize certain officers to deal with the corporate funds.

RESOLVED, that this corporation establish in its name, one or more deposit accounts with a financial institution, upon such terms and conditions as may be agreed upon with said institution and that any officer of this corporation, be and they hereby are, authorized to establish such an account.

RESOLVED, FURTHER, that any officer of the Corporation acting singularly or together with any other officer be, and they hereby are, authorized to draw amounts, including checks, drafts and other forms of draw on said accounts of the corporation, with his/her signature duly certified to said bank by any officer of this corporation and said institution is hereby authorized to honor and pay or transfer funds

or marketable securities as directed, including any and all checks so signed, including those drawn to the individual order of any officer or other persons authorized to sign same.

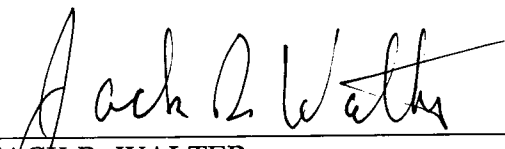
APPLICATION FOR TAX EXEMPT STATUS:

WHEREAS, as a non-profit corporation it would be advisable and in the best interests of this corporation to apply for and obtain from the Internal Revenue Service and California Franchise Tax Board, letters of exemption from federal and state income taxation so that the corporation is not required to pay federal or state income tax;

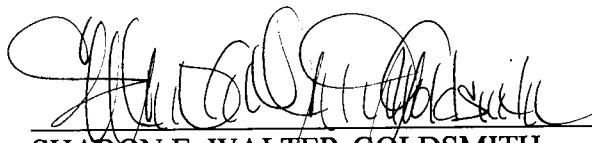
NOW, THEREFORE, BE IT RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to prepare and submit to the Internal Revenue Service and California Franchise Tax Board, applications for exemption from federal and state income taxation; and

RESOLVED, FURTHER, that appropriate notification be given to the California Attorney General advising that governmental agency that the corporation has elected to operate as a non-profit public benefit corporation and seek and obtain exemption from tax from the applicable federal and state governmental agencies.

Witness our signatures in consent to the foregoing resolutions of the Directors of
THE JACK ROBERT WALTER FOUNDATION on the day and year set forth above.




JACK R. WALTER
Director



SHARON E. WALTER-GOLDSMITH
Director

CERTIFICATE OF SECRETARY

I hereby certify that the foregoing is a true and correct copy of the resolutions adopted by the Board of Directors of THE JACK ROBERT WALTER FOUNDATION, a California corporation on October 24, 2013, and that the foregoing has not been changed and remain in full force and effect.



SHARON E. WALTER-GOLDSMITH
Secretary