

OREGON REFEREE COMMITTEE, INC.

WRITTEN CONSENT OF DIRECTORS

The undersigned, constituting all of the members of the Board of Directors of Oregon Referee Committee, Inc., adopt the following resolutions:

Bylaws

RESOLVED, that the Bylaws in the form attached to this Written Consent of Directors hereby are adopted as the Bylaws of the corporation.

Corporate Seal

RESOLVED, that the corporation shall have no corporate seal.

Expenses of Incorporation

RESOLVED, that the officers of the corporation hereby are authorized and directed, in the name and on behalf of the corporation, to pay the expenses of incorporation and organization of the corporation and any expenses incurred in initiating the business of the corporation prior to its incorporation.

Principal Place of Business

RESOLVED, that 19950 NW Wallowa Place, Portland, OR 97229 be and it hereby is fixed as the principal place of business for the transaction of business of the corporation.

Agent for Service of Process

RESOLVED, that the name and address in the State of Oregon of the corporation's agent for service of process is J. Roger Hamilton, 2690 NW Bauer Woods Drive, Portland, OR 97229.

Bank Accounts

RESOLVED, that the officers of the corporation be and they hereby are authorized and directed, in the name and on behalf of the corporation, to open checking, deposit and other accounts with banks and other financial institutions, with payments from such accounts to be made upon and according to the order of the corporation and with authorized signatories determined by the Directors, and to certify to any such bank

or financial institution any form of resolution required by such bank or financial institution that is consistent with this resolution.

Fiscal Year

RESOLVED, that the fiscal year of the corporation, for financial reporting, tax and all other purposes, hereby is the period January 1 to December 31.

Officers

RESOLVED, that the following individuals hereby are elected officers of the corporation as indicated, to serve until their successors are elected and qualified:

Jerry Gompers President

Roger Hamilton Secretary

General Authority

RESOLVED, that the officers of the corporation hereby are authorized and directed, in the name and on behalf of the corporation, to take any and all further actions which they deem necessary or appropriate to effectuate the purposes of the foregoing resolutions.

This consent is executed pursuant to ORS 60.341 and Article V, Section 5.13 of the Bylaws of the corporation, which authorize the taking of action by the Board of Directors by unanimous written consent without a meeting.

Effective Date: May 17, 2004

Jerry Gompers

J. Roger Hamilton

Matthew Madeira