

**UNANIMOUS CONSENT OF DIRECTORS OF COEUR D'ALENE PLACE MASTER  
ASSOCIATION, INC.**

We, the undersigned Directors, being all of the Directors named in the Articles of Incorporation of COEUR D'ALENE PLACE MASTER ASSOCIATION, INC., in lieu of an organizational meeting and pursuant to Section 30-3-75 of the Idaho Non-Prof it Corporation Act, do hereby consent to adopt, and we hereby adopt, the following resolutions:

1. WHEREAS, the Directors have reviewed proposed Bylaws relating to the business of the Association, the conduct of its affairs, its rights and powers and the rights and powers of its shareholders. Directors and officers;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws, as reviewed by the Directors, are hereby adopted as and for the Bylaws of the Association. The Secretary is directed to cause a certified copy to be inserted in the Minute Book immediately following the Articles of Incorporation.

2. RESOLVED, that the following persons were unanimously elected to serve as the officers of the Association, to hold office until the first annual meeting of Members and until their successors are duly elected and qualified:

President	James Frank
Vice-President	Gary Schneidmiller
Secretary-Treasurer	Jason Wheaton

3. RESOLVED, that the President of this Association is hereby authorized to pay all charges and expenses incident to or arising out of the organization of this Association, and to reimburse the persons who have made any disbursements therefor.
4. RESOLVED, that Northern State Bank, main Coeur d'Alene Branch, is hereby selected as the bank of and for the depository for the funds of this Association.
5. RESOLVED, that the Association shall conduct its affairs on the basis of a calendar year, and shall maintain its accounting records on a cash basis.
6. RESOLVED, that the President and Treasurer are hereby authorized and directed to execute, on behalf of the Association, all such elections as are available to reduce or eliminate the tax liability of the Association including, without limitation, an election under Section 528 of the Internal Revenue Code. In connection therewith, the Board shall take such steps as are necessary to assure that the Association qualifies for such election or elections.

We duly execute and sign this Consent in lieu of holding, conducting and attending a Directors' Meeting.

We further authorize and direct the officers of the Association to take all action necessary and proper to effect the proposed corporate action. We hereby state that this Consent shall have the same force and effect as the unanimous vote of said Directors at a Directors' Meeting.

This Consent may be executed in counterparts. DATED this 12th day of January, 1995.

JAMES FRANK

JASON WHEATON  
GARY SCHNEIDMILLER