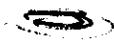


HAPPY VALLEY EAST
an Arizona nonprofit corporation

Consent in Lieu of Organizational Meeting of
Board of Directors and Sole Incorporator
Pursuant to Section 10-3821 of Arizona Revised Statutes

The undersigned, being all of the first Board of Directors and the sole Incorporator of HAPPY VALLEY EAST, an Arizona nonprofit corporation (referred to as the "Corporation"), acting pursuant to Section 10-3821 of the Arizona Revised Statutes and the Bylaws of the Corporation, do consent to the adoption of the following resolutions and declare them to be in full force and effect as if they were adopted at a regularly scheduled meeting of the Board of Directors and Incorporator of the Corporation:

1. RESOLVED: That the Articles of Incorporation as filed with the Arizona Corporation Commission were adopted as the Articles of Incorporation of this Corporation and that the Secretary was directed to insert the articles in the minute book of the Corporation.
2. RESOLVED: That the proposed Bylaws for the Corporation presented at this meeting were unanimously adopted and that the Secretary was instructed to cause the same to be inserted in the minute book of the Corporation immediately following the articles. 
3. RESOLVED: That the fiscal year of the Corporation for all accounting purposes, income tax purposes, reports to public agencies and all other purposes usually recognized in connection with the meaning of the term "fiscal year" will end on June 30 of each year.
4. RESOLVED: That the Corporation will not adopt a seal.
5. RESOLVED: That the following person is hereby duly elected and qualified as the director of the Corporation:

Glen O. Gaddie

6. RESOLVED: That the following named persons are elected to the offices stated beside their respective names and they will hold that office until their respective successors have been duly elected:

President:	Glen O. Gadde
Secretary/Treasurer:	Janiece E. Gaddie

The officers so elected, each being present, accepted his office.

7. RESOLVED, that the Corporation adopts an administrative "*Conflict of Interest*" policy, in addition to the policy set forth in Article XI of the Corporation's bylaws, to prevent excess benefit transactions or inurement violations which are not permitted under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

RESOLVED FURTHER: That the Policy and the Acknowledgement as presented are hereby adopted and will be given to all present and future members of the Board of Directors and officers of the Corporation.

RESOLVED FURTHER, that the Acknowledgement will be signed by all present and future members of the Board of Directors and officers of the Corporation.

8. RESOLVED: That a bank account in the name of the Corporation be opened at First International Bank & Trust - Gilbert Branch, 1628 N. Higley Road, Gilbert, Arizona and that checks of the Corporation on said account be signed by the following named persons:

Glen O. Gaddie
Janiece E. Gaddie

9. RESOLVED FURTHER: That the resolution or resolutions required by said bank for the opening of the bank account and the signing of checks is hereby passed.

RESOLVED FURTHER: That the Secretary is authorized to certify to the passage of the resolution as required by the bank.

10. RESOLVED: That the President, Vice President or the Treasurer of the Corporation are hereby is authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation and to reimburse those individuals who have expended money for all such expenses incurred on behalf of the Corporation.

11. RESOLVED, that Glen O. Gaddie, president, is authorized to execute that certain lease agreement between the Corporation as Lessee and Ernest L. Gaddie, as Lessor (the "Lease Agreement") for office space and to execute

all other documents and instruments and to take all other action required by or related to the Lease Agreement.

RESOLVED FURTHER: Upon execution of a lease, the Secretary is hereby instructed to place copies of all documents related to the lease with this Consent in Lieu of Organizational Meeting.

12. RESOLVED FURTHER, that US Service Corp., an Arizona corporation, is appointed as Statutory Agent of the Corporation.
13. RESOLVED: That all purchases, contracts, acts, decisions, proceedings and appointments made by the incorporator, Glen O. Gaddie, prior to this meeting of the Board of Directors of the Corporation are approved ratified and affirmed in each, all and every respect.
14. WHEREAS, the Corporation is a nonprofit corporation organized and operated exclusively for exempt purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and

WHEREAS the Corporation desires to apply for recognition of its exempt status with the Internal Revenue Service:

RESOLVED, that the officers of the Corporation, with the assistance and accounting counsel of Lorenzo & Blacklund, PLC hereby authorized and directed to prepare an application for recognition of the Corporation's exempt status on Form 1023 with the Internal Revenue Service.

RESOLVED, that the officers of the Corporation are authorized and directed to have the accounting firm of Lorenzo & Blacklund PLC respond to inquiries from the Internal Revenue Service, to file such additional documents as may be necessary to effectuate the obtaining of recognition of the Corporation's exempt status under Section 501(c)(3) of the Internal Revenue Code.

15. RESOLVED FURTHER: That the accounting firm of Lorenzo & Blacklund PLC be retained as accountants for the Corporation in the application for tax exempt status with the Internal Revenue Service, and for such other matters as may be directed by the officers of the Corporation or this Board.

16. RESOLVED FURTHER: That the law firm of UDALL SHUMWAY PLC be retained as legal counsel for the Corporation in the completion of this incorporation and for such other matters as may be directed by the officers of the Corporation or this Board.

DATED: Effective April 30, 2014.


Glen O. Gaddie

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