

MINUTES OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
HERITANCE CORPORATION

The first meeting of the Board of Directors of the Corporation was held on the 23rd day of March, 2007, at the principal office of the Corporation.

The following Directors, constituting a quorum of the Directors, attended the meeting and a waiver of notice signed by the absent directors was filed with the minutes of the meeting:

Maureen Doyle acted as Chairperson of the meeting and Heli Tuomi Carlile acted as Secretary and kept the minutes thereof.

The Chairperson reported that the Articles of Incorporation had been filed with the Secretary of State. A copy of the Articles, with the Certificate of the Secretary of State attached thereto, was presented to the meeting; and upon motion duly made and seconded, said Articles were unanimously accepted and ordered filed and recorded as a part of these Minutes. A copy of the Articles is attached hereto, marked Exhibit "A" and made a part hereof.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

BE IT RESOLVED, that until the Board of Directors vote otherwise the number of Directors of the Corporation shall be five (5) in number.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

BE IT RESOLVED, that the bylaws presented to this meeting, a copy of which is attached to these Minutes as Exhibit "B" and made a part hereof, be, and the same hereby are, adopted as the bylaws of this Corporation, with a copy of said bylaws to be placed in the Minute Book of the Corporation.

Upon motion duly made and seconded, the following were unanimously elected as Directors of the Corporation to serve for the number of years recorded until the annual meeting of the Board of Directors and until their successors are chosen and shall qualify:

<u>Conrad Reining</u>	one year,	till March 2008
<u>Suzanne Dudley Schon</u>	two years,	till March 2009
<u>Heli Tuomi Carlile</u>	two years,	till March 2009
<u>Maureen Ward Doyle</u>	three years,	till March 2010
<u>Jean Bermon</u>	three years,	till March 2010

Upon motion duly made and seconded, the following were unanimously elected as officers of the Corporation to serve until the next annual meeting of the Board of Directors and until their successors are chosen and shall qualify:

<u>To be selected per meeting</u>	Chairperson of the Board of Directors
<u>Maureen Ward Doyle</u>	President
<u>Jean Bermon</u>	Vice President
<u>Suzanne Dudley Schon</u>	Treasurer
<u>Heli Tuomi Carlile</u>	Secretary

It was then moved, seconded and unanimously adopted that the Corporation commence business as of March 23, 2007.

Upon motion duly made, seconded and unanimously carried, a fiscal year ending December 31 of each year was selected as the fiscal year of the Corporation.

Upon motion duly made, seconded, and unanimously carried, the financial institution designated in Exhibit "C" attached hereto was designated as a depository of the Corporation for the time being; and said Bank's usual resolution, in the form hereto attached as Exhibit "C" designating the persons whose signatures shall be required on checks and drafts withdrawing funds from said depository and covering related matters, was unanimously adopted.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

BE IT RESOLVED, that the Corporation reimburse those persons for all expenses incurred by them or it individually relating to the incorporation of this corporation and the preparations for the commencement of business by the Corporation.

Upon motion duly made and seconded, the following resolutions were unanimously adopted:

BE IT RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and empowered, in their sole and unlimited discretion, to do any and all other further things and matters, of every nature whatsoever, which such officers, in their sole and unlimited discretion, shall deem necessary or proper for the purpose of effectuating and carrying out the intention of these resolutions and that all actions heretofore taken by any officer or director of the Corporation in connection with the organization of the Corporation and any other transaction contemplated by the preceding resolutions be, and each of them is hereby is, ratified, confirmed and approved in all respects;

and

BE IT FURTHER RESOLVED, that the Secretary of the Corporation, be and he hereby is authorized and empowered to furnish a certified copy of these resolutions to any person, firm, corporation or governmental agency either having an interest therein or in anyway connected therewith.

Upon motion duly made, seconded, and unanimously carried, it was decided to create the paid positions of Executive Director and Technical Director to oversee the daily operations of Heritance. The following persons were named to these positions:

Maureen Ward Doyle (Executive Director)

Jean Bermon (Technical Director)

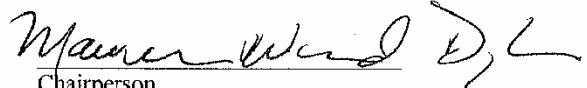
A committee was established to determine the compensation and evaluation process for these employees.
The committee is comprised of:

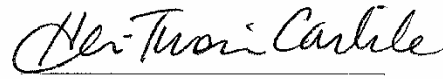
Conrad Reining (Chair of the committee)

Suzanne Dudley Schon

Heli Tuomi Carlile

There being no further business, the meeting was, upon motion duly made, seconded and unanimously adopted, adjourned.


Chairperson


Secretary