

ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
NORTHWEST AMATEUR RADIO SOCIETY

In accordance with Section 141(f) of the General Corporation Law of Delaware and the Bylaws of Northwest Amateur Radio Society, a Texas non-profit corporation (the "Company"), the undersigned, constituting all of the members of the board of directors of the Company ("Board"), hereby waive any and all notice requirements and take the following actions and adopt the following resolutions by unanimous written consent without a meeting:

1. Change of Status

WHEREAS, the board deems it advisable in and in the best interest of the Company to change status to a Texas non-profit corporation named as named herein.

NOW, THEREFORE, BE IT RESOLVED, that the Company shall henceforth be a Texas non-profit corporation governed by the existing by-laws defined below.

2. Change in By-Laws

WHEREAS, the board deems it advisable and in the best interest of the Company to change the bylaws by adding a provision limiting the Company only to activities permissible to a Texas non-profit corporation that wishes to retain its non-profit status.

NOW, THEREFORE, BE IT RESOLVED, that the board does hereby add a provision to the by-laws reading "The Board agrees and resolves the Club may only undertake those actions and activities lawful and consistent with its status as a Texas non-profit company with a non-profit status for federal tax purposes. Any action inconsistent with this status is hereby deemed improper and will be null and void."

[Signature page follows.]

This action may be signed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

Signed effective as of the latest date set forth below.

DIRECTORS:

Date: _____

Date: _____

Date: _____