

**WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS  
IN LIEU OF MEETING OF**

**THE ACADEMY OF VISUAL AND PERFORMING ARTS FOUNDATION  
a California nonprofit public benefit corporation**

Pursuant to the provisions of Section 5211 of the Corporations Code of the State of California, the undersigned, constituting the sole directors of The Academy of Visual and Performing Arts Foundation, a California nonprofit public benefit corporation (the "Corporation"), does hereby dispense with the formality of the first meeting of Directors and hereby adopts the following resolutions:

1.     Certification and Filing of Articles of Incorporation.

RESOLVED, that the Secretary be authorized and instructed to insert in the Minute Book of the Corporation a copy of the Articles of Incorporation which were filed in the office of the California Secretary of State on July 29, 2005, and certified by said Secretary of State.

2.     Adoption of Bylaws.

RESOLVED, that the form of Bylaws presented to and reviewed by this Board of Directors is adopted as the Bylaws of the Corporation and the Secretary is hereby authorized and directed to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the Minute Book of the Corporation and to maintain a copy of said Bylaws, similarly certified, at the principal office for the transaction of business of the Corporation, in accordance with Section 5160 of the California Corporations Code.

3.     Election of Officers.

RESOLVED, that the following persons be, and they hereby are, duly elected to the offices indicated after their respective

names, to serve until the next annual meeting of Members and until their successors are elected and qualify:

Steven P. Wallace	President
Deborah Myers	Vice President
Mark R. Sieke	Chief Financial Officer/Treasurer
Dan Nannini	Secretary

4. Bank Resolutions.

RESOLVED, that the Corporation establish in its name one or more deposit accounts with a bank, savings and loan association or other financial institution as determined by the President of the Corporation, upon such terms and conditions as may be agreed upon with said financial institution, and any officer of the Corporation may, and he or she hereby is, authorized to establish such an account; and

RESOLVED FURTHER, that the President of the Corporation and such other person or persons as may from time to time be designated by the President of the Corporation, acting together, be, and they hereby are, authorized to draw checks on said account; and

RESOLVED FURTHER, that the Secretary of the Corporation shall certify the substance of this resolution to said financial institution on its regular printed form of corporate resolutions, which resolutions are hereby adopted and incorporated herein by reference thereto.

5. Omnibus Resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this Corporation.

This Written Consent shall be filed with the Secretary of the Corporation, who is hereby instructed to insert it in the Minute Book of the Corporation.

Dated as of August \_\_, 2005

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Jessica Ahearn, Director

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Kathy McConkey, Director

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Jade Singer, Director

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Tony Spano, Director

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Donna Thayer, Director

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Steven Wallace, Director

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Kathy Wexler, Director