



**INSTITUTE FOR RULE OF LAW, IDENTITY,
STABILITY & CULTURE
A Kansas Not For Profit Corporation**

INITIAL JOINT MEETING OF DIRECTORS AND MEMBERS

The initial meeting of the Board of Directors and all of the members of THE INSTITUTE FOR RULE OF LAW, IDENTITY, STABILITY & CULTURE (hereinafter "IRISC"), A Kansas Not For Profit Corporation (the "Corporation"), was held at 14604 Reinhardt, Leawood, Kansas, 66224, on June 6, 2008, at the hour of 10 o'clock a.m.

Present were PAUL D. CALLISTER, DONALD B. SMITH, and JEFFREY E. THOMAS.

PAUL D. CALLISTER acted as Chairman of the meeting, and DONALD B. SMITH acted as Secretary of the meeting.

The Members first considered all of the corporate business activities for the current fiscal year. On motion duly made and carried, it was determined:

RESOLVED, that all action taken by the Organizers and Directors of the Corporation until the date hereof be and hereby is ratified and approved.

RESOLVED, that Bylaws for the Corporation are hereby adopted. These Bylaws shall appear in the minute book of the Corporation immediately following this instrument.

RESOLVED, that pursuant to the Bylaws, the initial number of Directors of the Corporation shall be three (3). The following persons are hereby designated Directors of the Corporation, to serve until the next annual meeting or until their successors are duly designated or elected:

PAUL D. CALLISTER
DONALD B. SMITH
JEFFREY E. THOMAS

RESOLVED, that the following be elected as officers of the Corporation for its fiscal year commencing as of the date of this meeting, and serving until their successors are appointed pursuant to the Bylaws:

PAUL D. CALLISTER, President
PAUL D. CALLISTER, Vice President of Administration and Fundraising
JEFFREY E. THOMAS, Vice President of Academic Services and Fellow
Development
DONALD B. SMITH, Vice President of Project Development
JEFFREY E. THOMAS, Treasurer
DONALD B. SMITH, Secretary

RESOLVED, that Conflict of Interest Policy for the Corporation is hereby adopted. The Conflict of Interest Policy shall appear in the minute book of the Corporation immediately following this instrument.

RESOLVED, that President, Treasurer and Secretary of the Corporation are each authorized to sign checks on any of the Corporation's accounts; and to sign, indorse, accept, make, execute and deliver checks, notes, drafts, acceptances, or bills of exchange for deposit, discount, rediscount, or any other purpose, and to do all lawful acts necessary in connection with the above acts with BANK OF AMERICA (the "Bank"), including opening bank accounts. All checks or other withdrawals in excess of \$1,000 of any bank account of the Corporation are to be countersigned by the President, or in the case of a check initially signed by the President, are to be countersigned by either the Treasurer or Secretary.

RESOLVED, that the Bank is authorized to honor all checks, drafts, or other orders of payment of money drawn in the name of the Corporation or IRISC on its regular accounts when bearing or purporting to bear the single facsimile signature of the President, Treasurer or Secretary.

There being no other or further business to come before the meeting, it was, upon motion duly made and carried, adjourned.

DATED: _____

Donald B. Smith

Secretary

Paul D. Callister

Chairman

We, PAUL D. CALLISTER, DONALD B. SMITH, and JEFFREY E. THOMAS constituting all of the members and the initial directors of IRISC, hereby waive notice of the calling and holding of the special meeting of the Board of Directors and Members and hereby consent to the transaction of any and all business by this joint meeting of directors and members.

DATED: _____

Paul D. Callister

Donald B. Smith

Jeffrey E. Thomas