

LUCID MSO-458 FOUNDATION  
Minutes of the Incorporator and Board of Directors  
April 26, 2006

Place of meeting: Randy Scheid's residence, Walnut Creek, Ca.

Persons in Attendance: Randy Scheid, Richard Christie, Mike Warren, Jeffery Blankenship, Donald Cole. Absent: Craig McAllister

- 1) Randy Scheid, Incorporator called the meeting to order @ 10:00 AM
- 2) The first order of business was to constitute the Officers and Directors of the Foundation. The following persons agreed to serve, and were appointed by the Incorporator, Randy Scheid as:

Foundation Officers

Rick Christie – President  
Mike Warren – CFO  
Jeffery Blankenship – Secretary

Foundation Directors

Randy Scheid – one year term  
Rick Christie – one year term  
Jeffery Blankenship – two year term  
Craig McAllister – two year term  
Mike Warren – three year term  
Donald Cole –three year term

- 3) With the Officers and Directors duly constituted and a quorum present (Directors), the following Resolutions were adopted unanimously:

*Resolved*, that the President open the Foundation checking account at the Bank of Stockton in Rio Vista, Ca. The account is to have two signatures for all disbursements. The authorized check signers are the President, CFO, and one Board member. The Board member will be Randy Scheid or Don Cole.

*Resolved*, that the President will be the presiding member of the Board of Directors for future meetings. The Board meetings will be conducted under *Robert's Rules of Order*. The President will only vote in case of a tie for majority votes. With the exception of the President, all Officers and Directors are entitled one vote each on all matters before the Board.

*Resolved*, that Mike Warren will be the Executive Director of the Foundation. Under general direction from the Board, Mike will be responsible to the Board for all day-to-day activities of the Foundation.

*Resolved*, that the CFO will keep adequate records under the circumstances, in accordance with US GAAP. The CFO will provide a financial accounting to the Board at each regular meeting thereof.

*Resolved*, until the Bylaws are adopted, the Board will meet at least quarterly, if practicable, at the call of Randy Scheid, Incorporator and Director.

*Resolved*, Randy Scheid is appointed Parliamentarian to advise on the proper conduct of Board meetings using *Robert's Rules of Order*.

- 4) Discussions revolved around the bylaws, general condition of finances, shape of the ship and ships requirements, and possible donors.
- 5) No subsequent meeting of the Board of Directors was scheduled at this time.
- 6) The meeting was adjourned by Randy Scheid, Incorporator/Director at 12:05 PM.

Accepted and Approved by the Board on 10/04/2006  
/s/ Jeffery Blankenship, Secretary