

LUCID MSO-458 FOUNDATION

Minutes of the Incorporator

January 10, 2008

Meeting Place: Randy Scheid's residence, Walnut Creek, Ca

Persons in Attendance: Randy Scheid

Persons Absent but agreeing via emails: Craig McAllister, Don Cole, Mike Warren

1) Randy Scheid, Incorporator called the meeting in order to reconstitute the Board of Directors and Officers of the Corporation in lieu of calling a Special Board meeting.

2) The only order of business was to reconstitute the Officers and Directors of the Foundation due to the resignations of Jeff Blankenship and Rick Christie, and the expiration of Randy Scheid's one year term. The following persons agreed to serve as and were appointed by the Incorporator:

Foundation Officers

Don Cole – President

Mike Warren – CFO

Randy Scheid – Secretary

Foundation Directors

Randy Scheid – reappointed to **one year term** effective 4/26/2007 (expires 4/26/2008)

Craig McAllister – **two year term** (initially expires 4/26/2008)

Mike Warren - **three year term** (initially expires 4/26/2009)

Donald Cole –**three year term** (initially expires 4/26/2009)

John Lorie – **partial three year term** (expires 4/26/2010)

3) The meeting was adjourned by Randy Scheid, Incorporator/Director

The foregoing minutes reflect actions of the Incorporator, Randolph L. Scheid, CPA and the remaining original members of the Board to reconstitute the Officers and Board of Directors on January 10, 2008.

/s/

Randolph L. Scheid, CPA

Incorporator