

LUCID MSO-458 FOUNDATION
Regular Board of Directors Meeting
October 4, 2006

Meeting Place: Director Randy Scheid's residence, Walnut Creek, Ca 94595 @ 10:00 AM

Persons in attendance – Scheid, Cole, Christie, Warren, Blankenship and McAllister (by proxy)
Quorum – All directors present or voting by proxy.

The meeting was called to order by President Rick Christie at 10:05 AM.

1. Approve minutes of the Incorporator/Directors meeting on April 26, 2006.
Accepted and Approved by unanimous consent.

2. Approve the Foundations Bylaws.
After discussion, the Bylaws were approved by unanimously consent.

3. New Business

After due consideration and discussion regarding the conflict of interest statement in the Bylaws, Article X, Conflict of Interest and Incompatible Employment vs. the proposed Policy Statement, Mr. Scheid pointed out that the Policy statement under consideration would only amplify the intention of Article X. In addition, the detailed Policy statement is suggested by the IRS in its Form 1023 filing for tax exempt status. The board unanimously voted to approve the following resolution.

Resolved, the Board of Directors approves as its official policy, the **Board of Directors Conflict of Interest Statement** as an amplification of the Bylaws, Article X relating to board members engaging in activities that would in fact or appear to be, detrimental to the activities of the Lucid MSO-458 Foundation.

4. Schedule next regular meeting.
The next Regular meeting of the BOD is scheduled for January 11, 2007 @ 11:00 AM at Mr. Scheid's residence.

5. Adjourn
There being no other business, the President adjourned the meeting at 12:48 PM.