

**THE ASSOCIATION OF THE BAR OF THE
UNITED STATES COURT OF APPEALS
FOR THE EIGHTH CIRCUIT**

Unanimous Consent of Directors in Lieu of Organizational Meeting

January 2, 2003

The undersigned, being all the members of the Board of Directors of The Association of the Bar of the United States Court of Appeals for the Eighth Circuit, a Missouri nonprofit corporation (the "Corporation"), hereby consent in writing to the following actions, such consent to have the same force and effect as the unanimous vote of all the directors at a meeting duly called and legally held.

1. The corporate shall have no corporate seal.

2. The following persons are elected as officers of the Corporation to serve until their successors are elected and qualified or until their earlier resignation or removal:

Eric J. Magnuson	President
Thomas B. Weaver	Treasurer
James R. Layton	Secretary

3. The Bylaws filed in the corporate minute book immediately before this Consent of Directors shall be the Bylaws used to regulate and manage the affairs of the Corporation.

4. The fiscal year of the Corporation shall be set forth in the Bylaws.

5. The Board of Directors hereby adopts the following depository resolution:

RESOLVED, That the President of the Corporation is hereby authorized, in the name and on behalf of the Corporation, to establish accounts with such financial institutions located in such cities and states as he, in his sole and absolute discretion, shall deem necessary or desirable, and that such accounts be established in accordance with and governed by the general rules, regulations, and resolutions of such financial institutions;

7. The Board of Directors hereby adopts the following resolution to authorize the Corporation to do business in other jurisdictions:

RESOLVED, That, for purposes of authorizing the Corporation to do business in any state, territory, or dependence of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the proper officers of the Corporation be, and they hereby are, authorized to appoint

