

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

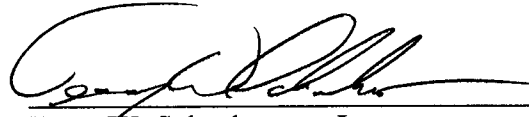
Consent of Incorporators in Lieu of Meeting

December 20, 2002

The undersigned, being the incorporators 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 resolution, such consent to have the same force and effect as the vote of the incorporators at a meeting duly called and legally held.

RESOLVED, That the directors of the Corporation, to serve until their successors are duly elected and qualified, or until their earlier resignation or removal, shall be:

Eric J. Magnuson
Tom Weaver
James R. Layton


Terry W. Schackmann, Incorporator


Dennis Owens, Incorporator