

**MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS
OF
Greater Vallejo Tennis Association,
a California Nonprofit Public Benefit Corporation**

The Board of Directors of Greater Vallejo Tennis Association, (the "Corporation") held its first meeting on September 12, 2007 at 401 Amador Street, Vallejo, California. Written waiver of notice was signed by all of the directors.

The following directors, constituting a quorum of the full board, were present at the meeting:

Christopher J. Picone
David Godsey
Doug Ramo
Prabhreet Grewal
Jerry Coleman

No directors were absent:

On motion and by unanimous vote, Christopher Picone was elected temporary Chairperson and then presided over the meeting. Prabhreet Grewal was elected temporary Secretary of the meeting.

The Chairperson announced that the meeting was held pursuant to written waiver of notice signed by each of the directors. Upon a motion duly made, seconded and unanimously carried, the waiver was made a part of the records of the meeting; it now precedes the minutes of this meeting in the Corporate Records Book.

There were then presented to the meeting the following resolutions, each of which were considered and discussed and, on motion duly made and seconded, unanimously approved:

INCORPORATION

WHEREAS, the original articles of incorporation of the Corporation were filed in the office of the California Secretary of State on the 9th day of August, 2007, and

WHEREAS, the Incorporator of the Corporation has elected the undersigned as the initial directors,

NOW, THEREFORE, BE IT RESOLVED, that all actions heretofore taken on behalf of the Corporation by the Incorporator be, and they hereby are, ratified and affirmed; and

RESOLVED FURTHER, that a certified copy of the articles of incorporation be inserted by the Secretary of the Corporation in the minute book of the Corporation and kept at the principal office for the transaction of business of the Corporation.

AGENT FOR SERVICE OF PROCESS

RESOLVED, that **Teresa Picone**, named as the initial agent for service of process in the Articles of Incorporation of the Corporation is named as the Corporation's agent for service of process.

ADOPTION OF BYLAWS

WHEREAS, it is deemed to be in the best interest of the Corporation that bylaws be adopted.

NOW, THEREFORE, BE IT RESOLVED, that the form of Bylaws attached hereto as Exhibit A be, and they hereby are, adopted, in substantially the form presented to the Board, with such changes as the Board determines to be necessary, as the Bylaws of the Corporation, but consistent with the terms of these resolutions;

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to execute a certificate as to the adoption of the Bylaws by these resolutions, to affix such certificate immediately following the last page thereof and to cause said Bylaws, together with such certificate, to be placed in the minute book of the Corporation; and

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to cause a true and complete copy of said Bylaws, as amended from time to time, as now or hereafter in effect, similarly certified, to be kept at the principal office of the Corporation in California.

ELECTION OF OFFICERS

The following persons are hereby elected to the following offices until such persons resign or are terminated or replace by a duly authorized action of the Board:

President, Chief Executive Officer:	Christopher J. Picone
Vice President:	David Godsey
Secretary:	Prabhreet Grewal
Chief Financial Officer:	Doug Ramo

PAYMENT OF INCORPORATION EXPENSES

RESOLVED, that each of the officers of the Corporation is authorized and directed to cause the Corporation to pay the expenses of its incorporation and organization.

ESTABLISHMENT OF BANK ACCOUNTS

RESOLVED, that any two officers of the Corporation, acting together, are authorized to:

(a) Designate one or more banks, trust companies or other similar institutions as a depository of the funds, including, without limitation, cash and cash equivalents, of the Corporation;

(b) Open, keep, and close general and special bank accounts, including general deposit accounts, payroll accounts, and working fund accounts, with any such depository;

(c) Cause to be deposited in accounts with any such depository, such funds, including, without limitation, cash and cash equivalents, of the Corporation as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to make such deposits and to endorse checks, drafts, or other instruments for such deposits;

(d) From time to time designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts, and to revoke any such designation;

(e) Authorize the use of facsimile signatures for the signing or countersigning of checks, drafts, or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition for permitting the use of facsimile signatures;

(f) Make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable; and

(g) Complete, execute and/or certify any customary printed bank signature card forms to exercise the authority granted by this resolution.

RESOLVED FURTHER, that any form resolutions required by any such depository, which relate to the establishment of such accounts and the authorization of

signatories with respect thereto and substantially incorporate the authorizations contained in these resolutions, are adopted and approved; and

RESOLVED FURTHER, that any such depository is entitled to rely on these resolutions, if they are certified by an officer of the Corporation, for all purposes until it shall have received written notice of the revocation or amendment of these resolutions by the Board.

EXEMPTIONS FROM FEDERAL AND STATE TAXES

RESOLVED, that each of the officers of the Corporation is authorized to consult with legal counsel to ascertain the availability of exemptions from taxation under federal and state tax codes and, if such exemptions are available, the officers of the Corporation are, and each hereby is, authorized and directed to execute and file all necessary applications for exemptions from such taxes with the appropriate state and federal tax authorities, and to pay any necessary filing fees.

FILINGS WITH STATE ATTORNEY GENERAL

RESOLVED, that the officers of the Corporation are authorized and directed to make periodic filings as required by the California Attorney General describing the financial activity of the Corporation and the distribution of the assets held for charitable purposes, and to pay the necessary filing fees.

OTHER FILINGS

RESOLVED, that each of the officers of the Corporation is authorized and directed to make such filings and applications, including, without limitation, the statement required by Section 1502 of the California Corporations Code, to execute and deliver such documents and instruments and to do such acts and things as such officer deems necessary in order to obtain such licenses, authorizations and permits as are necessary or desirable for the Corporation's business, to fulfill such legal requirements as are applicable to the Corporation or its business or to complete the organization of the Corporation, and to pay any necessary filing fees.

PRINCIPAL OFFICE

RESOLVED, that the principal office for the transaction of business of the corporation shall be at 426 Mills Drive, in Benicia, California.

ADOPTION OF ACCOUNTING YEAR

WHEREAS, the adoption of an accounting year for the Corporation is deemed advisable.

NOW, THEREFORE, BE IT RESOLVED, that the first accounting year of the Corporation be, and it hereby is, fixed from the date of incorporation to December 31, 2007, and thereafter the accounting year of the Corporation is to end on December 31st of each year.

EMPLOYER IDENTIFICATION NUMBER APPLICATION

WHEREAS, it is deemed to be in the best interests of the Corporation that the Corporation apply for and obtain any necessary employer identification number with the Internal Revenue Service ("IRS") and any other identification numbers, permits or licenses required by law or deemed necessary or advisable.

NOW, THEREFORE, BE IT RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, directed and empowered to prepare and file, or cause to be prepared and filed, appropriate applications to obtain an employer identification number with the IRS and any other identification numbers, permits or licenses required by law or deemed necessary or advisable for the conduct of the business of the Corporation; and

RESOLVED FURTHER, that such specific resolutions as may be required to have been adopted by the Board in connection with any of the actions authorized or permitted by the foregoing resolutions by any of the jurisdictions in which such actions are taken or applications filed be and the same hereby are adopted, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to certify as to the adoption of any and all such resolutions.

RATIFICATION

RESOLVED, that any and all acts taken and any and all agreements or other instruments executed on behalf of the Corporation by any officer or officers of the Corporation prior to the execution hereof with regard to any of the transactions or agreements authorized or approved by any or all of the foregoing resolutions are ratified, confirmed, adopted and approved.

GENERAL

RESOLVED FURTHER, that the officers of the Corporation be, and hereby are, authorized and directed to execute all documents and to take such action as

they may deem necessary or advisable in order to carry out the purposes of these resolutions.

OTHER BUSINESS

The directors of the Corporation resolved that new directors, which further enhance the diversity and enrichment of the Board, would be pursued. In addition, each director will become a member of the Corporation, and further growth in membership in the GVTA will be encouraged. Membership fees, by resolution of the Board, are set at \$15 per year per member, or \$25 per year for a family membership.

The directors discussed possible fundraising efforts that will be targeted in the upcoming year. Round Robins and possibly a racquet donation promotion were discussed as possible efforts that could be started soon.

The directors discussed sources for Grant funding. Initial grant applications will be prepared and submitted by the President, with input from the Chief Financial Officer.

The directors resolved that the Corporation would have several committees. These will initially include committees for Tennis Promotion, Competition/Leagues, Membership, Instruction / Youth Program, Fundraising / Grants, and Website. Specific leads and membership for each committee will be determined at a latter meeting.

The directors briefly discussed the Corporation budget and resolved more focus will be on the budget once sources of funding are obtained.

The directors discussed liability insurance for the Corporation and resolved the insurance should be obtained before any major program is started. Since programs are not expected to start until Spring of 2008, liability insurance should be obtained at that time.

The directors discussed the relationship the Corporation will have with the Greater Vallejo Recreation Department and resolved to promote and support this relationship to a full extent.

There being no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned at 7:02pm.

Dated:09/12/2007



Prabhjeet Grewal
Secretary

EXHIBIT A
[ATTACH BYLAWS]