

MINUTES OF THE FIRST MEETING
OF THE BOARD OF DIRECTORS OF
WREATHSFORTHEFALLEN.ORG.INC

The first meeting of the Board of Directors of the WreathsForTheFallen.org was held at the VFW in Little Falls, Minnesota at 6:30 pm on January 11, 2011.

The following Directors were present:

Norville Pervier, Ken & Joyce Tveit, Bob & Denise Larson, Bill & Fran Kokett, John Thomas, Ron Robbins, Jason Olson, Mykel Barthel, Jayme Storlie, Rick & Carrie Johnson, Carl & Diann Bates, Freddie Barbeau, Lydia Sasse and Jim Parent, being all of the member of the Board.

The minutes of the meeting of incorporators and the Board of Directors were read and approved.

Upon motion duly made, seconded and carried, it was RESOLVED, that the By-Laws and Articles of Incorporation be adopted by the Board as and for the corporation, WreathsForTheFallen.org, Inc.

The following persons were nominated for officers of the Corporation, to serve until their respective successors are chosen and elected:

President	John Thomas
Vice President	Bob Larson
Secretary	Carrie Johnson
Treasurer	Ron Robbins

Upon motions duly made and all Directors having voted the aforesaid persons have been elected to the offices set forth.

The President, John Thomas, thereupon took the chair.

Upon motion duly made, seconded and carried, it was RESOLVED that the Deerwood Bank of Brainerd Minnesota, is designated as the depository of this Corporation, and that the Treasurer is hereby authorized to deposit any of the funds of this Corporation in such bank.

Be it FURTHER RESOLVED, that until otherwise ordered, said Bank – Deerwood Bank – is hereby authorized to make payments from the funds of this Corporation on deposit with it upon and according to the check of the Corporation signed in accordance with the bank resolutions of said bank, which are incorporated herein by reference.

Upon motion duly made, seconded and carried, it was RESOLVED, that the registered office of the Corporation, be established and maintained at Breen & Person, 510 Laurel Street, Box 472, Brainerd MN 56401.

FURTHER RESOLVED, that until otherwise ordered, regular meetings of the Board of Directors be held at such a place and as such at time as the majority of the Directors shall agree.

Upon motion duly made, seconded and carried, it was RESOLVED, that the Treasurer be and hereby is authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation, WreathsForTheFallen.org, Inc.

Upon motion duly made, seconded and carried, it was RESOLVED, that the Corporation adopt the fiscal year ending date of December 31 of each year.

Upon motion duly made, seconded and carried, it was RESOLVED, that to the full extent permitted by Minnesota Statutes, Section 317A.257, as amended from time to time, or by other provisions of the law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding by or in the right of the Corporation),

whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director or officer of the corporation, or he/she is or was serving at the specific request of the Board of Directors of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expense, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, provided however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture or trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this section shall continue as to a person or agent and shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Section.

Upon motion duly made, seconded and carried that meeting was adjourned.

Date: 1-25-11

Secretary Cari Johnson

President [Signature]

