CONSENT OF BOARD OF DIRECTORS
OF
NORTH CAROLINA BUILDING INSPECTORS' ASSOCIATION, INC.
TO ACTION WITHOUT MEETING IN LIEU OF ORGANIZATIONAL
MEETING OF DIRECTORS

The undersigned, being all the initial Directors of the North Carolina Building Inspectors' Association, Inc. as named in the Articles of Incorporation, do hereby adopt the following resolutions by signing their written consents hereto:

WHEREAS, the Articles of Incorporation of this Corporation have been filed in the office of the Secretary of State in North Carolina on _____, 1997, and the Corporation now exists as a nonprofit corporation under Chapter 55A of the North Carolina General Statutes; and

WHEREAS, the initial Board of Directors as named in the Articles of Incorporation consists of _____, and they now desire to adopt the resolutions set forth herein in lieu of a formal meeting.

NOW, THEREFORE, the following actions are taken by the Board of Directors of this Corporation:

ADOPTION OF BYLAWS

RESOLVED, that the Bylaws immediately preceding this Consent are hereby adopted as the Bylaw of this Corporation.

ELECTION OF OFFICERS

RESOLVED, that the following persons are hereby elected to the offices set opposite their respective names, to serve until the next Annual Meeting of Directors or until their successors shall be duly elected and qualified:

President _____

President-Elect _____

Vice President _____

Secretary/Treasurer _____

DESIGNATION OF DEPOSITORIES

RESOLVED, that the State Employees' Credit Union be designated as the depository of corporation funds and that persons holding the office of President, President-Elect, Vice-President, and Secretary-Treasurer, or individually, they being duly elected officers of the Corporation, be hereby authorized to sign checks in the name of the Corporation drawn on the corporate account including checks payable to the order, for whatever purpose, of the officer or officers signing same; that a certified copy of this resolution be sent to said bank; and said bank is hereby authorized to honor checks of this Corporation when signed by any one of said officers unless and until it be expressly notified in writing to the contrary by this Corporation, and said bank shall at all times be protected in recognizing as such officers the persons named in a certificate signed by the Secretary of this Corporation, over the corporate seal, until and unless it be so notified in writing that said officers have been changed, and shall in writing acknowledge receipt of such notification; and further

RESOLVED, that the Secretary of the Corporation shall certify to said bank which is the depository of this

Corporation the name of the persons who are at present authorized to act on behalf of this Corporation under the foregoing resolutions or any future resolutions adopted by this Board and such officer shall certify the amounts, if any, which such persons are authorized to draw and sign the instruments under the foregoing resolutions; and further

RESOLVED, that signature cards on such bank accounts shall indicate that it will be necessary for only one (1) to sign checks or drafts on the funds of this account; and further

RESOLVED, that the Secretary of the Corporation may certify these resolutions on a pre-printed corporate resolution of the appropriate bank and a copy of such pre-printed corporate resolution of any such bank shall be inserted in this Minute Book.

TAX EXEMPTION APPLICATIONS

WHEREAS, the Corporation was formed to be a tax-exempt business league pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and pursuant to Chapter 105 of the North Carolina General Statutes;

RESOLVED, that the proper officers of the Corporation are authorized to prepare and submit a Form 1024, Application for Recognition of Exemption under Section 501(c)(6) of the Internal Revenue Code, to the Internal Revenue Service to obtain the tax exemption for Federal income tax purposes, and to prepare and submit the appropriate tax exemption application to the North Carolina Department of Revenue to obtain exemption for North Carolina income tax purposes.

EXEMPT ACTIVITIES

WHEREAS, the Corporation was formed to engage in tax-exempt activities of a business league;

RESOLVED, that the Corporation shall undertake activities consistent with the exempt purposes for which it was formed; and further

RESOLVED, that the proper officers of the Corporation are authorized and directed to proceed with soliciting members for the Corporation.

ELECTION OF DIRECTORS

WHEREAS, the Bylaws of the Corporation provide that the Board of Directors shall consist of ten (10) members to be elected by the Inspection Members of the Corporation, and the initial Directors now desire to elect the full complement of Directors to the Board;

RESOLVED, that the following persons, being found duly qualified, are hereby elected to serve as Directors: Such persons shall serve as Directors until the expiration of their terms or until their successors shall be duly elected and qualified.

MISCELLANEOUS ITEMS IN ORDER TO

COMPLETE THE ORGANIZATION OF

THE CORPORATION

RESOLVED, that the seal, an impression of which is herewith affixed, be adopted as the corporate seal of the Corporation; and further

RESOLVED, that the Treasurer or any other proper officer of this Corporation be and he is hereby authorized to pay or cause to be paid all fees and expenses incident and necessary to the organization of the Corporation; and further

RESOLVED, that the Treasurer or any other proper officer of this Corporation is hereby authorized to pay or cause to be paid any costs previously advanced on behalf of this Corporation or expenses incurred on behalf of the Corporation prior to or subsequent to its organization; and further

RESOLVED, that the officers of the Corporation be and they are authorized and directed to do and perform all acts and things necessary and appropriate to commence and carry on the business which the Corporation was formed to conduct.

DUES

RESOLVED, that the annual dues for Inspection Members shall be based on the population of the jurisdiction they represent. The dues shall be $25.00 per year.

RESOLVED, that the annual dues for Associate Members shall be $35.00 per year, which shall be submitted along with the application for membership.

This action is effective the ____ day of _____, 1997.

INITIAL BOARD OF DIRECTORS

Signed copy on file at Corporate offices