

**GUTHRIE SCOTTISH RITE CHARITABLE AND EDUCATIONAL FOUNDATION**

**CORPORATE RESOLUTION**

I, Joe R. Manning, Jr., do hereby certify that at a meeting of the Board of Directors of Guthrie Scottish Rite Charitable and Educational Foundation, a corporation organized under the laws of Oklahoma, held on the 26th day of January, 2004 at which said meeting a quorum was present and voting throughout, the following resolution, upon motions made, seconded and carried, was duly adopted and is now in full force and effect:

**RESOLVED,**

that the President, Vice-President, Treasurer, Secretary, or any one of such officers, be and they are hereby fully authorized and empowered to purchase, invest in, acquire, sell, assign, transfer, or otherwise dispose of any and all types and kinds of securities including but not limited to stocks, bonds, debentures, notes, rights, options, warrants, certificates of every kind and nature whatsoever; and to enter into agreements, contracts and arrangements with respect to such security transactions whether or with securities related individuals or agents; to execute, sign or endorse on behalf of and in the same agreements and to affix the corporate seal on same.

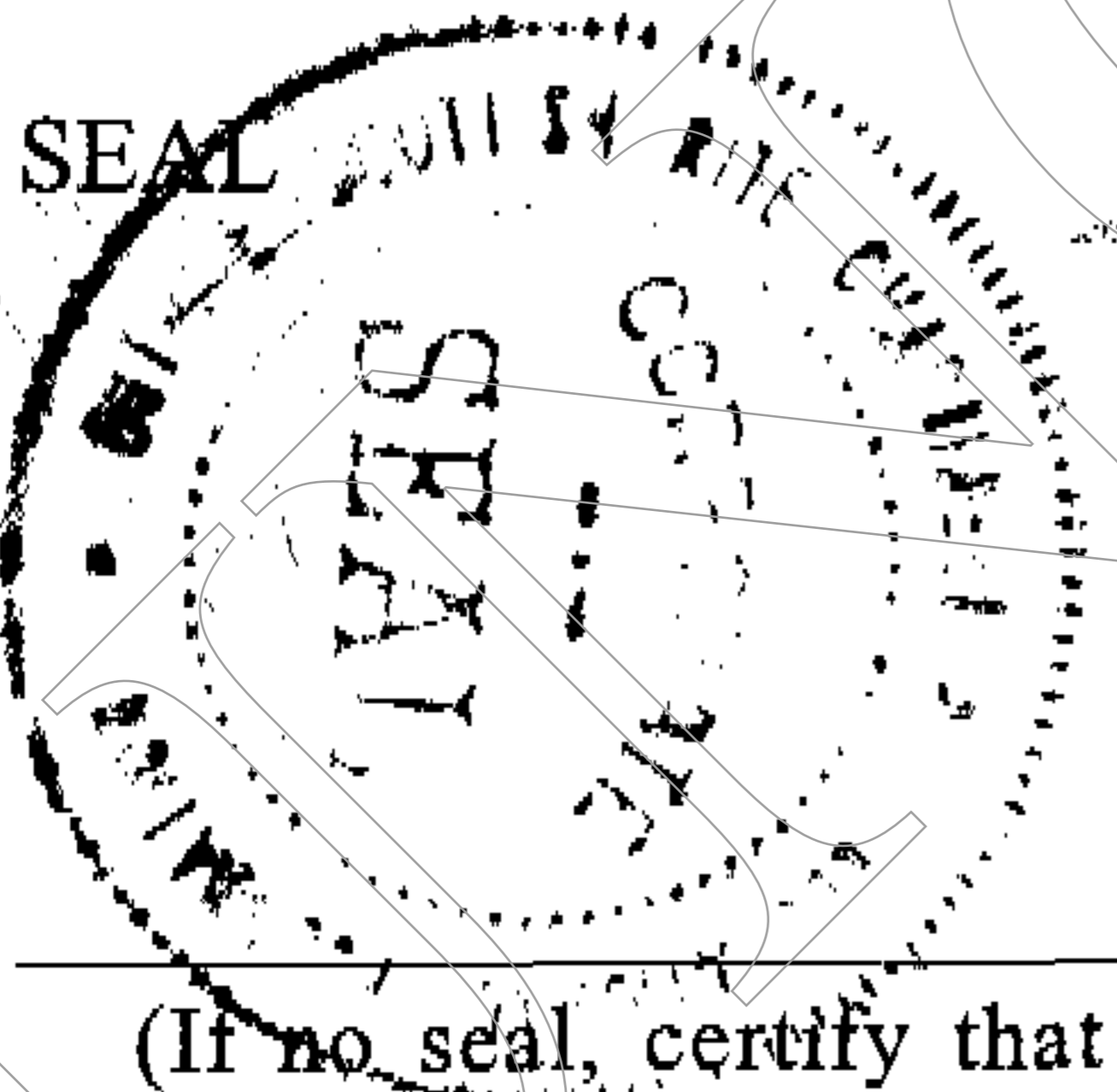
I further certify that the authority thereby conferred is not inconsistent with the Charter or By-Laws of this Corporation, and that the following is a true and correct list of officers of this Corporation as of the present date:

OFFICERS:

OFFICE:

|                     |                     |
|---------------------|---------------------|
| Joe R. Manning, Jr. | Board Chairman      |
| Charles S. Stuckey  | Vice-Chairman       |
| Robert G. Davis     | Secretary/Treasurer |
|                     |                     |

In Witness whereof, I have hereunto set my hand and seal this 16th day of June, 2004.



(If no seal, certify that there is no seal)

Stewart Abstract & Title  
 701 N. Broadway, Suite 300  
 Oklahoma City, OK 73102  
 4050 938 - NH

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 State of Oklahoma  
 County of Oklahoma  
 Oklahoma County Clerk  
 Cheryl Lynn Caudill

Joe R. Manning, Jr.  
 President (Or officer authorized to act)