

**MINUTES OF INITIAL ORGANIZATIONAL MEETING
OF
SEDONA LODGING COUNCIL, INC.
An Arizona non-profit corporation**

The initial organizational meeting of Sedona Lodging Council, INC, a non-profit corporation organized under the laws of the State of Arizona, was held by the initial Board of Directors on February ___, 2003, at the offices of the Corporation, 60 Bell Rock Plaza, Sedona, Arizona 86351.

Directors present at the meeting were: Ralph Woellmer, who served as the Chairperson of the Board of Directors, Lonnie Lillie, who served as Secretary of the meeting, Robert H. Holeman, Steve Miller, Michael Steinhart, and Mark Luttik.

The first order of business was the nomination and election of the officers of the Corporation and the fixing of their compensation. The following persons were nominated to the following offices of the Corporation at the following salaries:

Name	Office	Salary
Ralph Woellmer	President	None
Lonnie Lillie	Secretary/Treasurer	None
Robert H. Holeman	Vice President	None

The nomination of the foregoing slate of officers was seconded and they were unanimously elected as the officers of the Corporation, to serve without salary.

It was reported that Articles of Incorporation for the Corporation had been filed in the office of the Secretary of State of the State of Arizona, and that the effective date of the incorporation was _____, 2003. The Secretary was instructed to insert a duplicate original copy of the Articles of Incorporation in the official records of the Corporation

The Secretary presented a proposed set of By-laws for the Corporation that had been prepared by Elizabeth A. McFarland, counsel to the incorporators. After discussion and on motion duly made and unanimously adopted, it was RESOLVED that the proposed By-laws be and are adopted as the By-laws of the Corporation. The Secretary was instructed to insert a copy of the By-laws in the official records of the Corporation.

It was recognized that Elizabeth A. McFarland, Attorney at Law, would not be expected to devote his full time to the affairs of the Corporation and that he would be entitled to submit to the Corporation statements for legal services performed from time to time at the request of the Corporation at the rate of \$210.00 per hour.

The Secretary presented a form of seal for the Corporation, which is simply the name of the Corporation, typeset or typewritten. After discussion and upon motion duly made and unanimously adopted, it was RESOLVED, that seal be and is adopted as the official seal of the Corporation.

Upon motion duly made and unanimously adopted, it was RESOLVED that the Secretary choose a bank for the Corporation, and that the officers of the Corporation obtain the necessary documents so as to permit the Corporation to transact business and deposit and withdraw funds with that bank. Upon motion duly made and unanimously adopted it was RESOLVED that the fiscal year of the Corporation shall begin on January 1 and shall end on December 31. Upon motion duly made and unanimously adopted it was RESOLVED that the Secretary shall prepare all checks to be issued by the Corporation, which shall then be signed by both the Treasurer and the President of the Corporation.

Upon motion duly made and unanimously adopted, it was RESOLVED that the Corporation ratify and adopt all previous resolutions, actions, and proceedings of the incorporators of the Corporation made and entered into, for, or on behalf of the Corporation, including, but not limited to, the filing of the Articles of Incorporation of the Corporation.

Upon motion duly made and unanimously adopted, it was RESOLVED that any and all actions taken by the President and the Secretary-Treasurer in pursuit of incorporating the Corporation or performed in the name of the Corporation prior to the date of incorporation and this meeting be, and hereby are, ratified.

There being no further business to come before the meeting, upon motion duly made and unanimously adopted, the meeting was adjourned.

Lonnie Lillie, Secretary/Treasurer
Approved:

Ralph Woellmer, Director

Robert H. Holeman, Director

Mark Luttik, Director

Michael Steinhart, Director

Steve Miller, Director