

**INCOMPLETE SAMPLE MINUTES OF THE ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF
SHSU CLASS CO**

The organizational meeting of the Board of Directors of SHSU CLASS CO, a Texas corporation, was held at ****SNIP**** 77340, on January 29, 2004.

The undersigned, being all of the members of the initial Board of Directors of SHSU CLASS CO named in the Corporation's Articles of Incorporation filed with the Secretary of State of Texas were present. The undersigned waived notice of the meeting as evidenced by the attached Waiver of Notice signed and appended hereto.

DIRECTOR ONE was appointed Chairman of the meeting and DIRECTOR TWO was appointed Secretary of the meeting.

ARTICLES OF INCORPORATION

The Secretary then presented and read to the meeting a copy of the Articles of Incorporation and reported that the original thereof was filed in the office of the Secretary of State of the State of Texas on January ?, 2004 and that the Secretary of State issued a formal Certificate of Incorporation to the Corporation on that date. The Secretary presented the Certificate of Incorporation annexed to an approved duplicate of the Articles of Incorporation as filed and it was ordered inserted into the corporate record book.

BYLAWS

The Secretary then presented a proposed form of bylaws. The proposed bylaws were read to the meeting, considered and upon motion duly made, seconded and carried, were adopted as and for the Bylaws of the Corporation and ordered signed and inserted into the corporate record book. The Secretary of the Corporation was instructed to maintain a copy of the Bylaws at the principal office of the Corporation available for inspection by the shareholders of the Corporation.

PRINCIPAL OFFICE

Upon motion duly made, seconded and carried, it was ****SNIP**** from time to time may be held either at the principal office or at such other place as the board of directors shall from time to time order.

MINUTE BOOK AND CORPORATE RECORDS

The Secretary submitted to the meeting the corporate record book for maintenance of the Corporation's records. Upon motion duly made, seconded and carried, it was

RESOLVED, that the corporate record book is adopted as the record book of the corporation, and further,

RESOLVED, that the Corporation maintain appropriate corporate records **SNIP**

OFFICERS

The Chairman of the meeting then called for the election of officers of the Corporation. The following persons were nominated to the office preceding their name:

Office	Name
President	DIRECTOR ONE
Secretary	DIRECTOR TWO
Treasurer	DIRECTOR THREE

No further nominations being made the nominations were closed and the directors proceeded to vote on the nominees. The Chairman announced that the foregoing nominees were elected to the offices set before their respective names to serve as such at the pleasure of the Board of Directors or pursuant to the terms of any written employment agreement executed by the Corporation and the respective officer.

SHARE CERTIFICATES

The Secretary submitted to the meeting a specimen share certificate proposed for use as the corporate certificate for shares. Upon motion duly made, seconded and carried, it was

RESOLVED, that **SNIP*** said share certificate in the minute book of the Corporation.

ISSUANCE OF SHARES

Upon motion duly made, seconded and carried, it was

RESOLVED, that the Corporation issue 1,200 shares of the Corporation's authorized shares of common stock (\$1.00 par value), for a purchase price of \$5.00 each, as follows:

Name	Number of Shares	Consideration	Value
SHAREHOLDER/DIRECTOR ONE	400	cash	\$2,000.00
SHAREHOLDER/DIRECTOR TWO	400	cash	\$2,000.00
SHAREHOLDER/DIRECTOR THREE	400	cash	\$2,000.00

Upon motion duly made, seconded and carried, it was

RESOLVED, that upon receipt of the consideration, the officers of the Corporation are authorized to issue share certificates to the persons named above and to obtain, if advisable, representations from any purchaser that the shares are being acquired for investment purposes and not for distribution, and further

RESOLVED, that the Board of Directors of the Corporation may upon such terms as the Board of Directors in its discretion may determine, issue authorized shares of the Corporation for consideration consisting of any tangible or intangible benefit to the Corporation or other property of any kind or nature, including cash, promissory notes, services performed, contracts for services to be performed, other securities of the Corporation, or securities of any other corporation, domestic or foreign, or other entity.

COMMENCING BUSINESS

Upon motion duly made, seconded and carried, it was

RESOLVED, that the undersigned acknowledge receipt of the value of at least \$1,000.00, consisting of the consideration for the issuance of the above described shares, and that consequently the Corporation is able to commence and transact business and incur indebtedness.

BANK ACCOUNT

Upon motion duly made, seconded and carried, it was

RESOLVED, that the Corporation establish in its name one or more accounts with one or more financial institutions on such terms and conditions as may be agreed with said financial institutions, and that the officers of the Corporation are authorized to execute any resolutions required by said financial institutions for such accounts and to designate the person or persons authorized to write checks on such accounts on behalf of the Corporation.

ORGANIZATIONAL COSTS

Upon motion duly made, seconded and carried, it was

RESOLVED, that the attorney's fees, filing fees and other expenses and charges incurred and that may be incurred by the Corporation or persons acting on behalf of the Corporation in connection with the formation of the Corporation are reasonable and shall be paid or reimbursed by the Corporation.

FISCAL YEAR

Upon motion duly made, seconded and carried, it was

RESOLVED, that the fiscal year of the Corporation shall begin on January 1 and end on December 31, provided that the initial fiscal year of the Corporation shall begin as of the date hereof.

ACCOUNTING METHOD

Upon motion duly made, seconded and carried, it was

RESOLVED, that the Corporation shall use the cash method of accounting.

TAXES

Upon motion duly made, seconded and carried, it was

RESOLVED, that the officers of the Corporation obtain information and instructions from the Internal Revenue Service, Comptroller of the State of Texas and other applicable taxing authorities regarding withholding and other taxes.

ELECTION AS SMALL BUSINESS CORPORATION

The directors then considered whether the corporation should make an election under the provisions of Section 1362 of the Internal Revenue Code, to be treated as a S corporation for income tax purposes. On motion duly made, seconded, and unanimously carried, it was:

RESOLVED, that the Corporation elects to be an S corporation for income tax purposes under the provisions of Section 1362 of the Internal Revenue Code, and that the officers of the Corporation are authorized to take the necessary steps to complete said election with the Internal Revenue Service.

LICENSES AND PERMITS

Upon motion duly made, seconded and carried, it was

RESOLVED, that the officers of the Corporation are authorized to obtain on behalf of the Corporation all licenses and permits that may be required for the Corporation to carry out its lawful business and activities, and further,

RESOLVED, that the officers of the Corporation are authorized to do all things and take all action necessary to qualify the Corporation to carry out its lawful business and activities in compliance with applicable federal, state and local laws, ordinances and regulations.

QUALIFICATION IN OTHER JURISDICTIONS

Upon motion duly made, seconded and carried, it was

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the proper officers of the Corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein.

FURTHER INSTRUCTIONS TO OFFICERS

Upon motion duly made, seconded and carried, it was

****SNIP****

The Chairman asked whether there was any further business to come before the Directors at this meeting, and there being no response, the meeting was adjourned.

DATE: January 29, 2004.

DIRECTOR TWO
Secretary

APPROVED:

DIRECTOR ONE

DIRECTOR TWO

DIRECTOR THREE

WAIVER OF NOTICE AND CONSENT

RESOLVED, that the undersigned, being all of the members of the initial Board of Directors of SHSU CLASS CO named in the Corporation's Articles of Incorporation filed with the Secretary of State of Texas by approving the Minutes of the Organizational Meeting of the Directors, and by this resolution, do hereby waive notice of the time and place of the meeting, consent to the meeting and approve the contents of the Minutes of the Organizational Meeting of the Directors.

Date: January 29, 2004.

DIRECTOR ONE

DIRECTOR TWO

DIRECTOR THREE