

UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS OF
VICTORY DISTRICT ASSOCIATION, INC.

Pursuant to A.R.S. §10-3821, the undersigned, being all of the Directors of VICTORY DISTRICT ASSOCIATION, INC., an Arizona nonprofit corporation (the “**Corporation**”), hereby consent to the adoption of the following resolutions as if they were adopted at a regularly scheduled meeting of the Board of Directors:

WHEREAS, pursuant to Section 4.3 of the Corporation’s By-Laws, the Board may fill any vacancy in any office arising because of death, resignation, removal, or otherwise for the unexpired portion of the term.

WHEREAS, Todd Hornback resigned his duties as the President of the Corporation effective as of November 15, 2017.

WHEREAS, Suzanne Walden-Wells resigned her duties as the Vice President of the Corporation effective as of November 15, 2017.

WHEREAS, Darrell Mead resigned his duties as the Secretary and Treasurer of the Corporation effective as of November 15, 2017.

THEREFORE, BE IT RESOLVED, that the Corporation hereby accepts the resignation of Todd Hornback and hereby appoints Daniel T. Kelly to serve as the President of the Corporation in the place of Todd Hornback, and that he be, and hereby is, fully vested with all rights, powers, duties, privileges and immunities as President of the Corporation.

FURTHER RESOLVED, that the Corporation hereby accepts the resignation of Suzanne Walden-Wells and hereby appoints Janice Keller to serve as the Vice President of the Corporation in the place of Suzanne Walden-Wells, and that she be, and hereby is, fully vested with all rights, powers, duties, privileges and immunities as Vice President of the Corporation.

BE IT FURTHER RESOLVED, that the Corporation hereby accepts the resignation of Darrell Mead and hereby appoints Georgia L. Moraga to serve as the Secretary and Treasurer of the Corporation in the place of Darrell Mead, and that she be, and hereby is, fully vested with all rights, powers, duties, privileges and immunities as Secretary and Treasurer of the Corporation.

This Consent may be executed in one or more original, facsimile or electronic counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

Dated effective as of this 15th day of November, 2017.

DIRECTORS:

DocuSigned by:

Janice Keller

DocuSigned by:

Daniel T. Kelly

Daniel T. Kelly

DocuSigned by:

Georgia Moraga

Georgia L. Moraga