

**ACTION BY ALL OF THE DIRECTORS OF
SAN PABLO LODGE #43, A CALIFORNIA NON-PROFIT
CORPORATION
AND CERTIFICATE OF INCUMBENCY**

James A. Conant, the President of San Pablo Lodge #43, a California non-profit corporation (the "Corporation") do hereby certify that the following is a true and correct copy of a resolution adopted by the Directors of the Corporation at a duly called meeting of the Directors held on the ___th day of _____, 200__, at which a quorum of the Directors were present and voting throughout:

WHEREAS, the Corporation desires to sell (the "Sale") an easement estate in and to a portion of that certain property more particularly identified on Exhibit A attached hereto (the "Subject Property"); and

NOW, THEREFORE, BE IT RESOLVED, that San Pablo and James A. Conant collectively, the "Authorized Signatory") is hereby authorized, empowered and directed to enter into, execute and deliver, on behalf of the Corporation, any and all documents and agreements necessary to convey the easement estate, including, without limitation, any purchase and sale agreements, easement and assignment agreements, settlement statements, and other such agreements and documents (collectively, the "Sale Documents") as may be required in connection with the Sale, and the execution of any such Sale Documents by the Authorized Signatory shall be the binding obligation of this Corporation and said Authorized Signatory for this Corporation shall be authorized, empowered and directed to enter into, execute and deliver any and all documents and instruments and to take any and all acts necessary on behalf of the Corporation, to effectuate the Sale and the approval of the Board of Directors and all corporate power and authority for such action shall be conclusively presumed by the signature of said authorized signatory.

FURTHER RESOLVED, that said Authorized Signatory of this Corporation is hereby authorized, directed and empowered on behalf of this Corporation, to do such other acts and things as may be necessary or advisable in order to carry out and perform on the part of this Corporation the covenants, conditions and agreements on its part to be carried out and performed, as provided in the Sale Documents, and in order to carry out and give effect to the full intent and purposes of these resolutions; and

FURTHER RESOLVED, that the Secretary of this Corporation shall certify to Lawyers Title Insurance Corporation (the "Title Company") the names of the present duly elected and qualified officers of this Corporation; and

FURTHER RESOLVED, that the foregoing resolutions shall remain in full force and effect until written notice of their amendment or rescission shall have been received by such of the Title Company's departments, offices, branches, and correspondents as may be concerned and that receipt of such notice shall not affect any obligations entered into by this Corporation prior thereto or action taken by the Title Company prior thereto; and

FURTHER RESOLVED, that the Secretary be, and hereby is authorized and directed to certify to the Title Company the passage of the foregoing resolutions and to certify that the provisions thereof are in conformity with the Articles of Incorporation, Bylaws and other Resolutions of this Corporation.

I HEREBY CERTIFY that:

1. The Corporation is in good standing and exists within the State of California as a corporation on the date hereof.
2. That there are no proceedings of any nature whatsoever relating to the bankruptcy, merger, liquidation or dissolution of the Corporation pending or contemplated.
3. That the foregoing Resolutions of the Board of Directors of the Corporation have not been amended or rescinded in any manner, are in full force and effect as of the date hereof, are not inconsistent with any provisions of the Articles of Incorporation of the Corporation or the Bylaws of the Corporation or any other Resolution of the Corporation currently in effect and are within the power of the Board of Directors to pass as provided in the Articles and Bylaws of the Corporation and that there is no provision in the Articles or Bylaws or other Resolutions of the Corporation limiting the power of the Board of Directors to pass the foregoing Resolutions; and
4. That the following individuals are the incumbent officers of the Corporation on the date hereof, shall continue to perform the duties of their respective offices through the date of execution of any and all Documents requested by Title Company in connection with the sale, and, as such officers, are authorized to designate the Authorized Signatory to be the authorized signatory for the Corporation in the herein contemplated sale.

<u>Office Held</u>	<u>Name</u>
Prior Grand, Chairperson	<u>Kenneth E. Cornett</u>
Prior Grand	<u>Angelo R. Dorer</u>
Prior Grand	<u>Martin O. Forthum</u>
Prior Grand	<u>Neilhan R. Schneider</u>
Noble Grand	<u>Betty A. Romning</u>
Vice Grand	<u>Kenneth E. Romning</u>

IN WITNESS WHEREOF, I have affixed my name as Secretary of this Corporation and have affixed the corporate seal of the Corporation this 22ND day of JULY, 2009.

By: Angelo R. Dorer
SECRETARY of the Corporation

