

**WINGS MINISTRY
DECLARATION OF DIRECTORS
IN LIEU OF ORGANIZATIONAL MEETING**

The undersigned, being all of the Directors named in the Articles of Incorporation of WINGS MINISTRY, a New Mexico nonprofit corporation, agree and declare that the following is the action of the Board of Directors taken _____, 2002, without a meeting:

1. The Articles of Incorporation as filed with the New Mexico Public Regulation Commission are approved, and the Bylaws attached to this Action and examined by the Directors are approved and adopted as the Bylaws of the Corporation; copies of each will be placed in the minute book.

2. The following persons are elected to the corporate offices indicated, to serve until the first annual meeting of the Board of Directors:

ANN EDENFIELD	President
TRACEY MEISENHEIMER	Vice President
CATHY PFEFFERLE	Secretary
DEBBIE FOSTER	Treasurer

3. The President or the Treasurer is authorized to open a bank account on behalf of the corporation at a federally insured banking institution. Withdrawals from such bank account shall be made by way of check signed by both the President and the Treasurer or by the Vice President and the Treasurer.

4. The corporation will prepare and file an application for the determination that the corporation is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

5. The Corporation will pay all fees, expenses and costs incident to or arising out of the incorporation and organization of the Corporation, and will reimburse all persons who have made any such expenditures.

6. The Corporation will reimburse each corporate officer for expenses incurred in the conduct of corporate business, upon presentation of appropriate documentation.

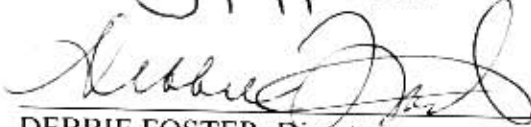
7. The fiscal year of the corporation shall be a calendar year ending December 31st of each such year.

Executed as of _____, 2002



ANN EDENFIELD, Director

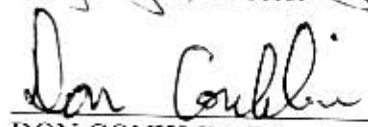

TRACEY MEISENHEIMER, Director


CATHY PFEFFERLE, Director


DEBBIE FOSTER, Director


KAREN BRAMLITT, Director


JOY HAYES, Director


DON CONKLIN, Director



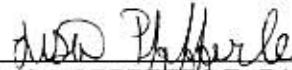
DANIEL ERDMAN, Director



JAIME GRIFFIN, Director



CEL VIGIL, Director



LISA PFEFFERLE, Director