

**ACTION OF INCORPORATOR
OF
UPPER EAST ASSOCIATION**

The following action is taken by the Incorporator of Upper East Association, a California nonprofit mutual benefit corporation, by written consent, pursuant to California Corporations Code Section 7211(c) that action to be effective on the date set forth below.

Adoption of Bylaws

The following resolution approving a form of bylaws for the government of this corporation is adopted:

RESOLVED, that the Bylaws presented to this Incorporator be, and the same hereby are, adopted as and for the Bylaws of this corporation.

Election of Directors

The following resolution electing the directors of the corporation is adopted:

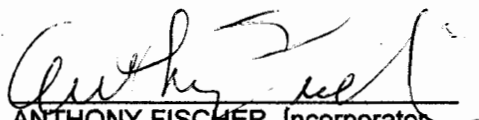
RESOLVED, that the following be, and they each hereby are, elected as directors of this corporation for the ensuing year and until their successors have been elected and qualified:

Eva Barberi
Lisa Burns
Anne Giordano
Jerry Jensen
Bob Kennedy
Nancy Lieberman

Joan Livingston
Doug Lorch
Joe Moticha
Beth Perry
Fred Sweeny
Dan Winter

The undersigned, the Incorporator of this corporation, does hereby consent to the foregoing action.

Dated: December 2, 2008


ANTHONY FISCHER, Incorporator