

OMAHA HOSPITALITY HALL OF FAME  
CONSENT OF INITIAL DIRECTORS  
IN LIEU OF ORGANIZATIONAL MEETING

We, being all of the initial directors named in the Articles of Incorporation of Omaha Hospitality Hall of Fame (the "Corporation"), a corporation incorporated under the Nebraska Nonprofit Corporation Act, take the following actions without a meeting:

1. We adopt the attached bylaws as the initial bylaws of the Corporation.

2. We appoint the following persons to fill the offices of the Corporation set forth after their respective names, to serve until the first annual meeting of the Board of Directors of the Corporation and until their respective successors have been appointed or until their earlier resignation or removal:

James Trebbien	President
Dean Rasmussen	Vice President
Ronald Samuelson	Treasurer
Robert Miller	Secretary

3. We authorize the officers of the Corporation to arrange from time to time for such accounts for the deposit of the Corporation's funds as they may deem necessary or appropriate for the conduct of the Corporation's affairs; and, in connection therewith, we adopt the attached resolutions.

4. We authorize the officers of the Corporation to pay all expenses of organizing the Corporation out of the funds of the Corporation.

5. We adopt the following resolution:

BE IT RESOLVED, that the officers of the Corporation, with the assistance of legal counsel for the Corporation, shall prepare, execute, and file such documents and take such other actions as may be necessary or appropriate to obtain a determination by the Internal Revenue Service as to the tax-exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986.

6. We adopt the following resolution:

BE IT RESOLVED, that the President of the Corporation is hereby authorized and directed to deliver signature cards and any other documents requested by any bank or financial institution where the Corporation is to do business and maintain accounts for the deposit of the Corporation's funds, including corporate resolutions in the form requested by such bank or financial institution, and that a copy of said resolutions be attached to and made a part of this Consent.

7. We adopt the following resolutions:

BE IT RESOLVED, that the Board of Directors hereby creates the Admittance Subcommittee (the “Admittance Subcommittee”) to be comprised of up to eight (8) past inductees of the Omaha Hospitality Hall of Fame, the exact number of which will be determined by the Board of Directors from time to time; and

RESOLVED FURTHER, that the Board of Directors hereby creates the Annual Event Steering Subcommittee (the “Event Subcommittee”) to be comprised of up to eight (8) volunteers from the community, the number of which will be determined by the Board of Directors from time to time; and

RESOLVED FURTHER, that the members of each of the Admittance Subcommittee and the Event Subcommittee shall be appointed by the Board of Directors from time to time; and

RESOLVED FURTHER, that the Admittance Subcommittee and the Event Subcommittee shall act at the direction of and report to the Board of Directors at the time and in the manner directed.

8. We authorize the officers of the Corporation to pay all expenses of organizing the Corporation out of the funds of the Corporation.

We, being all of the initial directors of the Corporation, consent to the taking of the foregoing actions without a meeting and agree that such consent shall have the same effect as a unanimous vote by all of the initial directors of the Corporation in favor of such actions at the organizational meeting of the initial directors of the Corporation duly called and held with a quorum being present throughout the meeting.

This consent may be executed in any number of counterparts, each of which when executed and delivered shall be deemed an original and all of which counterparts taken together shall constitute one and the same instrument. Signatures transmitted by email or facsimile shall be deemed to be the original signatures for all purposes.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Dean Rasmussen, Director

\_\_\_\_\_  
James Trebbien, Director

\_\_\_\_\_  
Ronald Samuelson, Director

\_\_\_\_\_  
Robert Miller, Director

**Exhibit A**

**Bylaws**

(see attached)