

**CONSENT RESOLUTION OF  
THE BOARD OF DIRECTORS  
OF  
PARAMOUNT OWNERS ASSOCIATION INC.**

The undersigned, being all of the Directors of PARAMOUNT OWNERS ASSOCIATION INC., an Idaho non-profit corporation ("POA"), do hereby take the following corporate actions without a meeting in accordance with the general corporation laws of the State of Idaho and the constituent documents of the corporation:

WHEREAS, Article IX, Section 9.01 of the Bylaws of the Paramount Owners Association Inc., effectively dated April 28, 2004 ("Bylaws") allows the Board of Directors to alter, amend or repeal and replace the Bylaws at any regular or special meeting;

WHEREAS, Article III, Section 3.07 of the Bylaws allows the Directors to take any action required or permitted to be taken without a meeting if prior to such action, all members of the Board of Directors execute a written consent approving such action.

WHEREAS, Article III, Section 3.01 provides that the Association shall be managed by an initial Board of Directors comprised of four (4) persons and that number may be increased or decreased by an amendment of the Bylaws.

WHEREAS, the current Board desires to increase the number of Directors to five (5) persons.

WHEREAS, the undersigned, representing all of the Directors of the Corporation, intend by this Resolution to authorize the execution of all instruments and documents of whatever kind in connection therewith, to amend the Bylaws to increase the number of Directors

NOW, THEREFORE, BE IT RESOLVED that the Bylaws are amended and supplemented to increase the number of Directors as further provided in the First Amendment to Bylaws of Paramount Owners Association, Inc., ("Amendment") in the form attached hereto as Exhibit A; and it is

FURTHER RESOLVED, that all instruments, including the Amendment, or any actions taken by the Board of Directors as authorized by the foregoing resolutions, are hereby ratified and approved by the Corporation; and it is

FURTHER RESOLVED, that this Resolution may be executed in any number of counterparts, and once so executed by all Directors of the Company, each such counterpart shall be deemed to be an original instrument, but all such counterparts together shall constitute but one (1) Resolution. A facsimile of a signature page evidencing the signature of a Director

The undersigned have executed this Consent Resolution effective as of the 22nd day of October, 2019. This resolution may be executed by facsimile and in counterparts.



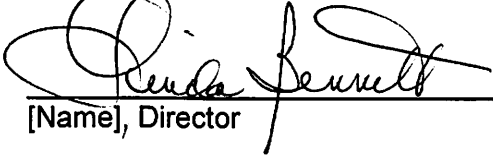
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[Name], Director



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[Name], Director



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[Name], Director



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[Name], Director

**EXHIBIT A**

**Form of First Amendment to Bylaws**

**FIRST AMENDMENT TO BYLAWS  
OF  
PARAMOUNT OWNERS ASSOCIATION INC.**

**THE BYLAWS of PARAMOUNT OWNERS ASSOCIATION, INC.,** an Idaho non-profit corporation, ("Bylaws") are hereby amended as follows:

1. Article III, Section 3.01 of the Bylaws is deleted in its entirety and replaced with the following:


**Section 3.01 Number of Directors.** The business of the Association shall be managed by a Board of Directors comprised of not less than three (3) persons nor more than five (5) persons. The number of Directors may be increased or decreased by amendment of these Bylaws, provided that at no time shall said number of Directors be less than three (3). The number of Directors from time to time may vary within the range stated above, as may be elected as provided herein.


2. Article III, Section 3.02 of the Bylaws is deleted in its entirety and replaced with the following:

**Section 3.02 Elections—Term of Office.** The term of a Director shall be three (3) years. The term of the Directors shall be staggered so that at least one Director's term shall expire annually. Each Director so elected shall hold office for the term elected and until his/her successor is elected and qualified.

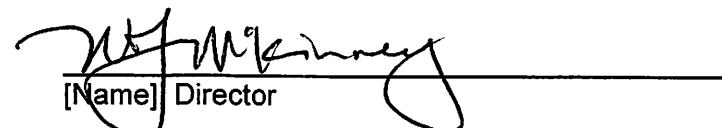
Except as herein amended, the provisions of the Bylaws shall remain in full force and effect.

Approved by the Board of Directors effective October 22nd, 2019.

  
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[Name], Director

  
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[Name], Director

  
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[Name], Director

  
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[Name], Director