

**ENABLE COMMUNITY FOUNDATION
UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

Dated: April 6 , 2015

The undersigned, being all of the directors of Enable Community Foundation, a Delaware corporation (the “*Company*”), do hereby adopt the following resolutions by unanimous written consent as authorized by the Bylaws of the Company and Section 141(f) of the Delaware General Corporation Law:

Amendment of Bylaws

WHEREAS, bylaws for the management of the business and the conduct of the affairs of the Corporation (the “*Bylaws*”) were adopted by the Corporation on October 10, 2014 and ratified, confirmed and adopted by the board of directors of the Corporation (the “*Board*”) on October 19, 2014.

WHEREAS, the Board believes it to be in the best interest of the Corporation to amend the Bylaws to allow the Company to compensate officers who are also Directors for their services as officers of the Company.

RESOLVED, that Article IV, Section 10 of the Bylaws is hereby amended to read in its entirety as follows:

“Section 10. Compensation of Officers. The Board of Directors shall have power to fix the salaries and other compensation and remuneration, of whatever kind, of all officers of the Corporation. Officers who are also Directors may receive a salary for service as an officer, but not for service as a Director. The Board of Directors may authorize any committee or officer, upon whom the power of appointing assistant and subordinate officers may have been conferred, to fix the salaries, compensation and remuneration of such assistant and subordinate officers.”

RESOLVED FURTHER, the Bylaws as amended above are hereby ratified, confirmed and adopted as the bylaws of the Corporation.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to execute a certificate of the adoption of the Bylaws, to insert the Bylaws as so certified in the minute book of the Corporation and to see that a copy of the Bylaws is kept at the principal executive office of the Corporation.

Election of Director

RESOLVED, that the following person be and is hereby elected to be a member of the Board of Directors and to hold such position until their respective successor is duly elected and qualified:

<u>Name</u>	<u>Title</u>
Ivan Owen	Director

Enabling Resolutions

RESOLVED, that the officers of the Company, be, and each hereby is, authorized to take such further actions as they shall deem necessary or advisable in order to carry out and perform the purpose and intent of the foregoing resolutions.


RESOLVED FURTHER, that any actions prior to the date of the foregoing resolutions adopted hereby taken by the person elected as the officers of the Company that are within the authority conferred thereby be, and they hereby are, ratified, confirmed and approved as the acts and deeds of this Company.

[Signature page follows]

This unanimous written consent shall be filed with the minutes of the proceedings of the Company's Board of Directors and shall have the same force and effect as a unanimous vote of the Board of Directors.

Executed effective as of the date first written above.

ENABLE COMMUNITY FOUNDATION

By: 
Marla Parker
Director

By: 
Jon Schull
Director