

Organizational Resolution of the TalkOrigins Foundation, Inc.


The initial directors of the newly-incorporated TalkOrigins Foundation, Inc. (the "Foundation"), a Texas nonprofit corporation, hereby waive all notice of time, place, or purpose of meeting and resolve the following, in accord with Texas law:

- (1) All actions taken by the incorporators related to the Foundation's organized are hereby ratified.
- (2) The Foundation's Articles of Incorporation, as filed with and approved by the State of Texas, are hereby ratified.
- (3) The Foundation's Bylaws, a copy of which are attached to this resolution, are hereby adopted as the bylaws of the Foundation.
- (4) The initial directors of the Foundation, as set forth in the Articles of Incorporation, shall continue as the directors of the Foundation, with the following initial terms, as per section 3.06 of the Bylaws:
 - a. Wesley Elsberry, 3 years
 - b. John Wilkins, 2 years
 - c. Kenneth Fair, 1 year
- (5) The following persons are hereby appointed as officers of the Foundation, to serve according to Article VI of the Bylaws:
 - a. Wesley Elsberry, President
 - b. John Wilkins, Vice-President
 - c. Kenneth Fair, Secretary and Treasurer
- (6) The Board of Directors shall control the administrative management and operation of the Foundation according to the Bylaws.
- (7) In order to conduct the Foundation's financial activities, the Board of Directors shall have the power to collect and disburse funds on behalf of the Foundation, and hereby authorizes the Treasurer to open accounts for and in the name of the Foundation with any bank or other financial institution as the Treasurer deems desirable.
- (8) The Board of Directors shall have the power to authorize individuals to sign checks, notes, drafts, acceptances, and orders for the payment or withdrawal of funds, credits, and any property held by a bank or other financial institution for account of the Foundation, and hereby authorizes the Treasurer to take such actions in accord with section 8.02 of the Bylaws. Any bank or other

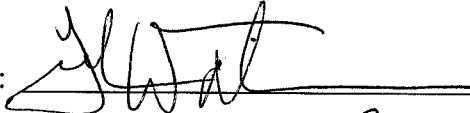
financial institution with which the Foundation has an account is hereby authorized to honor any and all such checks, drafts, notes, acceptances, and orders, and to accept for deposit for the account of the Foundation, for credit or collection, any and all checks, drafts, notes, and other instruments of every kind endorsed by any person or by hand-stamp impression in the Foundation's name or without endorsement.

- (9) The officers of the Foundation are authorized and directed to establish the Foundation's offices at any suitable location and to enter into agreements as needed to provide the necessary services.
- (10) The officers of the Foundation are authorized and directed to establish and maintain the Talk.Origins Archive website, and all such Internet resources as necessary to further the Foundation's purposes.
- (11) The officers of the Foundation are authorized and directed to execute, file, or register with the appropriate federal or state governmental authorities, on the Foundation's behalf, such documents as may be necessary to comply with applicable laws relating to the Foundation's activities.
- (12) The officers of the Foundation are authorized and directed to take all steps necessary to obtain an employer identification number from the federal government and to register the Foundation as a nonprofit corporation exempt from state and federal taxation.

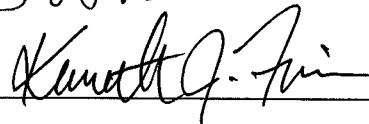
The Board of Directors, effective on the last date of signature below, adopts the above resolution.

Director: 

Date: 2004/06/13

Director: 

Date: 27 May 2004

Director: 

Date: July 7, 2004