

**UNANIMOUS WRITTEN CONSENT RESOLUTION  
OF  
FELLOWSHIP CHURCH  
A 501(c)(3) nonprofit corporation**

**RESOLUTION APPROVING THE SALE OF ASSETS**

WHEREAS, Fellowship Church (the "Church") has developed a number of websites for the convenience of its membership and to reach out to believers and non-believers in accordance with its charitable purpose; and

WHEREAS, the Church has devoted resources to the development of technology related to the designs of the websites; and

WHEREAS, one of the Church's websites, creativepastors.com (the "Website"), has been specifically developed to be a resource to pastors and church leaders by offering resources for sale developed by the Church and by Pastor Ed Young individually; and

WHEREAS, the maintenance of the Website and the fulfillment of the orders generated by the website is now directing a significant amount of time, energy, and resources away from the Church's primary charitable purposes; and

WHEREAS, as a result of said diversion it has become advisable to sell the domain name of the Website, the design of the Website, and the customer list of the Website to an outside entity more suited to the operation and maintenance of the Website; and

WHEREAS, the Church sought the assistance of Stanfield & O'Dell, the Church's auditors ("Stanfield"), to obtain information regarding the fair market value of the Website, the design of the website, and the mailing list; and

WHEREAS, Stanfield obtained valuation information from outside vendors regarding the values and provided that information in a letter dated December 6, 2006, which is attached hereto as Exhibit "A" and incorporated herein as if set forth at length; and

WHEREAS, the Church sought updated valuation information from Stanfield in July of 2007, which indicated a decreased value as to the website, as set forth in the Certificate of Appraisal dated July 27, 2007, which is attached hereto as Exhibit "B" and incorporated herein as if set forth at length; and

WHEREAS, the Church's internal records indicate that the total number of names on the mailing list is approximately 20,000; and

WHEREAS, EY Publishing, Inc., a Texas for profit corporation, is interested in purchasing the domain name, the website design, the mailing list, and all other intellectual property related to the domain name and design of the website which is owned by the Church (the "Designated Assets"); and

WHEREAS, EY Publishing is owned in part by a revocable trust, of which Pastor Ed Young is a co-trustee, which was disclosed to the Church in advance of the offer being submitted to the Church; and

WHEREAS, Pastor Ed Young also serves as both President and a Director of EY Publishing which was disclosed to the Church in advance of the offer being submitted to the Church; and

WHEREAS, EY Publishing has offered to pay a total of \$21,575.00 to the Church for the Designated Assets according to the terms of an Asset Purchase Agreement (the "Agreement"), which is attached hereto as Exhibit "C" and incorporated herein as if set forth at length; and

WHEREAS, the terms and conditions of the Agreement are acceptable to the Church and in the best interest of the Church's ability to fulfill its charitable purpose; and

WHEREAS, it is the opinion of the undersigned directors that the fair market value of the Designated Assets do not exceed the price offered; and

WHEREAS, it is desirable that the Church enter into this agreement and that Craig Stovall, Chief Financial Officer of the Church, execute any and all documents related to the sale of the Designated Assets.

It is therefore,

RESOLVED, that Fellowship Church accepts the offer of EY Publishing to purchase the Designated Assets in accordance with the terms of the Asset Purchase Agreement.

BE IT FURTHER RESOLVED, that Craig Stovall be authorized to execute any and all documents related to the sale of the Designated Assets.

Deliberations and discussion of these factors were had outside the presence of Pastor Ed Young, who excused himself from this portion of the meeting of the Board.

[Signatures appear on the following page.]

Executed as of the 9th day of August 2007.

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Pastor Preston Mitchell, Director

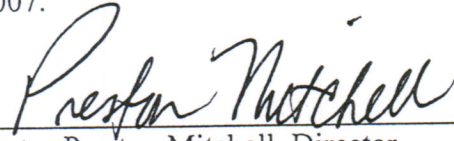
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Pastor Mac Richard, Director

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Pastor John Cross, Director

Executed as of the 9th day of August 2007.

A handwritten signature in cursive script that reads "Preston Mitchell". The signature is written in black ink and is positioned above a horizontal line.

Pastor Preston Mitchell, Director

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Pastor Mac Richard, Director

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Pastor John Cross, Director

Executed as of the 9th day of August 2007.

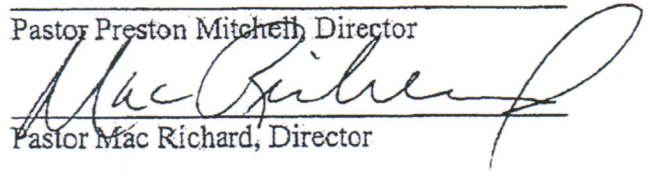
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Pastor Preston Mitchell, Director

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Pastor Mac Richard, Director

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~~Pastor John Cross, Director~~

Executed as of the 9th day of August 2007.

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Pastor Preston Mitchell, Director

  
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Pastor Mac Richard, Director

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Pastor John Cross, Director