

**WRITTEN CONSENT IN LIEU OF THE
SPECIAL MEETING OF THE MEMBERS OF
INTERNATIONAL ORDER OF THE GOLDEN RULE**

Pursuant to §355.426 of the Missouri Revised Statutes, unless limited or prohibited by the articles or bylaws, action required or permitted to be taken by the Missouri Nonprofit Corporation Act to be approved by the members may be approved without a meeting of members if the action is approved by members holding at least eighty percent of the voting power. The action must be evidenced by one or more written consents describing the action taken, signed by those members representing at least eighty percent (80%) of the voting power, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. Under and in accordance with such statutory authority, the undersigned, being at least eighty percent (80%) of the members eligible to vote of INTERNATIONAL ORDER OF THE GOLDEN RULE, a Missouri nonprofit corporation (the "*Corporation*"), do hereby consent to the adoption of the resolutions and to the Corporation actions set forth below, effective as of the effective date the first member signs this written consent:

Approval and Adoption of Agreement and Plan of Merger

WHEREAS, the members of the Corporation have determined that it is in the best interest of the Corporation to merge with International Order of the Golden Rule, a Texas nonprofit corporation, under and according to the terms of that certain Agreement and Plan of Merger attached hereto as Attachment A (the "*Agreement*");

NOW, THEREFORE, BE IT RESOLVED, that the members of the Corporation hereby adopt and approve the Agreement.

General

RESOLVED, that the "*Proper Officers*" referenced in these resolutions shall be the President or the Secretary-Treasurer of the Corporation;

RESOLVED FURTHER, that the Proper Officers are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to approve, execute and deliver, from time to time, the aforementioned documents, with such further changes, revisions or modifications thereto as the Proper Officer or Officers executing and delivering the same shall, as evidenced by the execution and delivery thereof, deem necessary, desirable or appropriate, and any and all such other agreements, instruments, certificates and other documents as are contemplated hereby or thereby, including all exhibits thereto, to which the Corporation is or is to be a party or as the Proper Officer or Officers executing and delivering the same shall, as evidenced by the execution and delivery thereof, deem necessary, desirable or appropriate, with the execution and delivery thereof by any such Proper Officer of any document and the taking of any action in connection with the foregoing establishing conclusively such Proper Officer's authority therefor and the approval by the Directors of the documents so executed and delivered and the actions so taken;

RESOLVED FURTHER, that the Proper Officers are, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to approve, execute, and deliver any amendments to the aforementioned documents as the Proper Officer executing and delivering same shall deem necessary, desirable or appropriate to effectuate the transactions contemplated hereby and thereby, with the execution and delivery by any such Proper Officer of any such amendment establishing conclusively such Proper Officer's authority therefor and the approval by the Directors of such amendment;

RESOLVED FURTHER, that the Proper Officers are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to make all such payments and incur all such expenses in connection with any transaction contemplated by the foregoing resolutions as the Proper Officer or Officers making or incurring the same shall, as evidenced by the making or incurring thereof, deem necessary, desirable or appropriate to carry into effect the purposes and intent of the foregoing resolutions, with the making or incurring thereof by such Proper Officer establishing conclusively such Proper Officer's authority therefor and the approval by the Partners of the actions so taken;

RESOLVED FURTHER, that in addition to the specific authorizations conferred by the foregoing resolutions upon the Corporation's officers and Directors, the Proper Officers are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to do or cause to be done all such further acts and things (including the approval, execution and delivery of all such further agreements, instruments, certificates and other documents) as the Proper Officer or Officers doing the same or causing the same to be done shall, as evidenced by the doing or causing thereof, deem necessary, desirable or appropriate in order to carry into effect the purposes and intent of the foregoing resolutions, with the doing of the same or causing the same to be done by any such Proper Officer establishing conclusively such Proper Officer's authority therefor and the approval by the Directors of the actions so taken; and, if specific forms of resolutions are necessary, desirable or appropriate to accomplish the transactions contemplated by the foregoing resolutions, then the same shall be deemed to have been and hereby are adopted, and the Secretary or any other officer is authorized to certify the adoption of all such resolutions as though such resolutions are part of this written consent;

RESOLVED FURTHER, that each of the lawful acts of the Proper Officers taken prior to the date hereof in connection with the transactions contemplated by the foregoing resolutions is hereby ratified, approved, adopted and confirmed as if each such act had been presented to and approved by the Directors prior to being taken;

RESOLVED FURTHER, that this consent may be executed in multiple counterparts, all of which shall be considered one and the same consent and shall become effective when signed by all of the Directors; and

RESOLVED FURTHER, that this consent may be executed by facsimile, telecopy or other reproduction, and such execution shall be considered valid, binding and effective for all purposes.

[Signature page follows]

MAIN FIRM MEMBER

Signature: _____
Printed Name: _____
Title: _____
Firm Name: _____
Date: _____

AFFILIATE FIRM MEMBER(S)

Signature: _____
Printed Name: _____
Title: _____
Firm Name: _____
Date: _____

Signature: _____
Printed Name: _____
Title: _____
Firm Name: _____
Date: _____

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PLEASE FAX THIS PAGE BACK TO OGR at 512-334-5514
as soon as possible