

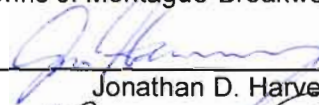
**WAIVER OF NOTICE AND CONSENT TO HOLDING
OF FIRST MEETING OF BOARD OF DIRECTORS
OF
SUNWORK RENEWABLE ENERGY PROJECTS
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

We, the undersigned, being all the directors of SunWork Renewable Energy Projects, a California nonprofit public benefit corporation, hereby waive notice of the first meeting of the board of directors of the corporation and consent to the holding of said meeting at Printers Café in Palo Alto, California, on Monday, November 26, 2007 at 4 o'clock PM, and consent to the transaction of any and all business by the directors at the meeting, including, without limitation, the adoption of bylaws, the election of officers and the selection of the place where the corporation's bank account will be maintained.

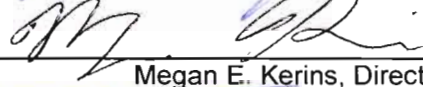
Date: 26 November 2007



Chris J. Montague-Breakwell, Director



Jonathan D. Harvey, Director



Megan E. Kerins, Director



Nir Eyal, Director



Reuben J. Veek, Director

**MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS
OF
SUNWORK RENEWABLE ENERGY PROJECTS
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

The board of directors of SunWork Renewable Energy Projects held its first meeting on Monday, November 26, 2007 at 4 o'clock PM, at Printers Café in Palo Alto, California. Written waiver of notice was signed by all of the initial and planned directors.

The following initial and planned directors, constituting a quorum of the full board, were present at the meeting:

Chris J. Montague-Breakwell

Jonathan D. Harvey

Megan E. Kerins

Nir Eyal

Reuben J. Veek

In accordance with the number of directors for the corporation laid out in the proposed set of bylaws of the corporation, and consistent with the provisions for addressing vacancies in the board contained therein, Reuben J. Veek, the sole initial director, appointed the following persons to be the other directors of the corporation:

Chris J. Montague-Breakwell

Jonathan D. Harvey

Megan E. Kerins

Nir Eyal

On motion and by unanimous vote of the directors, Reuben J. Veek was elected temporary chairperson and then presided over the meeting. Jonathan D. Harvey was elected temporary secretary of the meeting.

The chairperson announced that the meeting was held pursuant to written waiver of notice signed by each of the directors. Upon a motion duly made, seconded and unanimously carried, the waiver was made a part of the records of the meeting; it now precedes the minutes of this meeting in the corporate records book.

BYLAWS

There was then presented to the meeting for adoption the proposed sets of bylaws of the corporation. The bylaws were considered and discussed and, on motion duly made and seconded, it was unanimously

RESOLVED, that the bylaws presented to this meeting are adopted as the bylaws of the corporation.

RESOLVED FURTHER, that the secretary insert a copy of the bylaws in the corporate records book and see that a copy of the bylaws is kept at the corporation's principal office as required by law.

FEDERAL AND CALIFORNIA TAX EXEMPTIONS

The chairperson announced that, upon application previously submitted to the Internal Revenue Service, the corporation was determined to be exempt from payment of federal corporate income taxes as a charitable organization under Section 501(c)(3) of the Internal Revenue Code per Internal Revenue Service determination letter dated November 2, 2006 and, further, that the corporation has been classified as a public charity under Section 509(a)(2) of the Internal Revenue Code. The chairperson also announced that, upon application previously submitted to the California Franchise Tax Board, the corporation was determined to be exempt from payment of state corporate franchise taxes as a charitable organization under Section 23701(d) of the California Revenue and Taxation Code per Franchise Tax Board determination letter dated January 16, 2007.

The corporation has obtained an advance ruling of its federal public charity classification. The advance ruling period ends May 31, 2010.

The chairperson then presented the originals of both federal and state tax-exemption determination letters, and the secretary was instructed to insert these documents in the corporate records book.

ELECTION OF OFFICERS

The chairperson then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the offices shown after their names:

Reuben J. Veek, President

Jonathan D. Harvey, Vice President

Jonathan D. Harvey, Secretary

Jonathan D. Harvey, Treasurer

Each officer who was present accepted his or her office. Thereafter, the president presided at the meeting as chairperson, and the secretary acted as secretary.

COMPENSATION OF OFFICERS

There followed a discussion concerning the compensation to be paid by the corporation to its officers. Upon motion duly made and seconded, it was unanimously

RESOLVED, that the following annual salaries be paid to the officers of this corporation:

| | |
|---------------------|-----|
| President | \$0 |
| Secretary/Treasurer | \$0 |

The salaries, being presently set at nothing, were approved in compliance with Article 10, Section 5 of the bylaws the corporation.

BANK ACCOUNT

Upon motion duly made and seconded, it was

RESOLVED, that the funds of this corporation shall be deposited with Washington Mutual Bank.

RESOLVED FURTHER, that the treasurer of this corporation be and hereby is authorized and directed to establish an account with said bank and to deposit the funds of this corporation therein.

RESOLVED FURTHER, that any officer, employee or agent of this corporation be and is authorized to endorse checks, drafts or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by any two (2) of the following:

Chris J. Montague-Breakwell

Jonathan D. Harvey

Megan E. Kerins

Nir Eyal

Reuben J. Veek

RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this corporation signed as provided herein.

RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the board of directors of this corporation and until written notice of such revocation shall have been received by said bank.

RESOLVED FURTHER, that the secretary of this corporation be and hereby is authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on behalf of this corporation and the adoption of said bank's standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions.

Since there was no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

Date: 26 November 2007



Jonathan D. Harvey, Secretary