

**ILLINOIS SOCCER COACHES ASSOCIATION**

**Unanimous Written Consent Of Directors**

The undersigned, being all of the directors of ILLINOIS SOCCER COACHES ASSOCIATION, an Illinois not-for-profit corporation, in lieu of holding an organizational meeting or the 2006 annual meeting of the board of directors, hereby consent and agree to the following corporate actions:

1. With respect to by-laws of the corporation,

BE IT RESOLVED, that the by-laws attached hereto as Exhibit A are hereby adopted as the by-laws of this corporation.

2. With respect to the election of directors of the corporation,

BE IT RESOLVED, that Peter G. Richardson, Kevin Lesch, John DeJulio and Louis Reina be, and they are hereby, unanimously elected as directors of the corporation, to serve until the next annual meeting of the board of directors and until their respective successors shall have been duly elected and qualified.

3. With respect to the election of officers of the corporation,

BE IT RESOLVED, that each of the following persons be and hereby is unanimously elected to the office or offices set opposite his name, to serve until the next annual meeting of the board of directors and until his respective successor is elected and shall have qualified, or until his death, resignation or removal in accordance with law and the by-laws of this corporation:

Peter G. Richardson	President
Louis Reina	Vice-President
Kevin Lesch	Secretary
John DeJulio	Treasurer

4. With respect to a depository for the funds of the corporation,

RESOLVED, that the resolutions attached to this consent as Exhibit B appointing Harris Bank N.A. as a depository for the corporation and authorizing certain other transactions with Harris Bank N.A. are hereby adopted.

5. With respect to various actions relating to seeking tax-exempt status,

WHEREAS, this corporation wishes to obtain the benefits of exemption from federal income tax;

NOW, THEREFORE, BE IT RESOLVED, that the officers of this corporation be and they are hereby authorized and directed to take such actions, including, but not by way of limitation, the execution of all necessary documents, the obtaining of office and clerical services and professional accounting, investment and legal services, and the release of any information concerning the actual or proposed activities and operations of this corporation, which are necessary or proper, or may from time to time be deemed necessary or proper, to obtain a determination by the Internal Revenue Service that this corporation is an organization described in Section 501(c)(6) of the United States Internal Revenue Code and is, therefore, exempt from federal income tax.

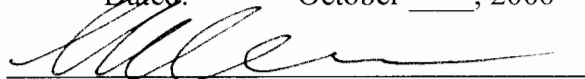
6. With respect to payment of organizational and other expenses,

BE IT RESOLVED, that the officers of this corporation be and they are hereby authorized to make payments from the funds of this corporation for the expenses incurred or to be incurred incident to the organization of this corporation or to the implementation of the corporate actions authorized above, including, but not by way of limitation, all expenses for office and clerical services and professional accounting, investment and legal services provided to the corporation, and all filing fees relating to the creation of the corporation or the implementation of authorized corporate actions.

This Written Consent is made pursuant to Section 108.45 of the General Not For Profit Corporation Act of 1986 of the State of Illinois and shall have the same force and effect as a unanimous vote of all directors at a duly called and constituted meeting of the board of directors.

This Written Consent may be executed in counterparts, and all counterparts together shall constitute a single written consent.

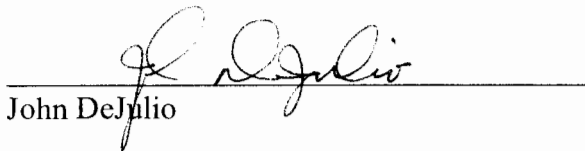
Dated: October 13, 2006



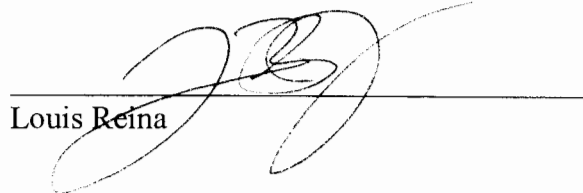
Peter G. Richardson



Kevin Lesch



John DeJulio



Louis Reina