

CORPORATE RESOLUTION

The undersigned hereby certifies (i) that I am the duly elected and qualified Secretary of HARDIN VALLEY ACADEMY ATHLETIC COUNCIL, (the "Corporation") and the keeper of the records and corporate seal of the Corporation, (ii) that the Corporation is in good standing as a Tennessee nonprofit corporation, and (iii) that the following is a true and correct copy of a resolution adopted at a regular meeting of the Board of Directors of the Corporation at which a quorum was present, or by written consent, and by an affirmative vote of more than 3/4th of the members of the corporation, as required by the Charter and, all in accordance with the Bylaws of the Corporation on the 18th day of August, 2008.

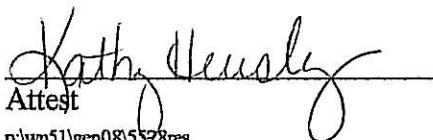
BE IT RESOLVED, that Gary D. Rowcliffe, the President of the Corporation, or his successor in office, is hereby authorized for and in behalf of the Corporation to:

- a. Execute and file with the Tennessee Secretary of State Articles of Amendment to the Corporation Charter adopting language from Internal Revenue Service Publication 557 (June, 2008) in order to facilitate a filing under Internal Revenue Code §501(c)(3).
- b. That upon filing of the Articles of Amendment to the Charter of the Corporation, the President, the Treasurer and the undersigned Secretary, as may be required, are hereby authorized on behalf of the Corporation to execute and file with the Internal Revenue Service Form 1023 in order to obtain tax exempt status with the Internal Revenue Service.

BE IT FURTHER RESOLVED, that all documentation in furtherance of the corporate amendment, application for tax exempt status with the Internal Revenue Service, and any documents or instruments ancillary, required or necessary therefore, are authorized by the Corporation to be executed, issued and delivered by the President, Secretary, and Treasurer of the Corporation, or if permitted by such individual officers, without any requirement of a counter signatory or the affixing of the seal of the Corporation, the same being hereby waived.

IT IS FURTHER RESOLVED, that this resolution shall continue in full force and effect until notice to the contrary shall be delivered to Ayres & Parkey, Attorneys, 111 Fox Road, Brookfield Professional Park, Knoxville, Tennessee 37922; however, in any event, a successor or attorney-in-fact will be named in the place and stead of the designees.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary this 18th day of August, 2008.


Attest

p:\wp51\gen08\5528res


Secretary