

AN ACTION BY THE DIRECTORS
OF
THE WAGNALLS MEMORIAL FOUNDATION
WITHOUT A MEETING

A Special Action of the Directors of The Wagnalls Memorial Foundation was held on Friday, April 29, 2005.

The purpose of the special action was in regard to the proposal drafted by Mr. Don Roberts to create the Wagnalls Theatre Company.

Due to conflicting schedules of the Board Directors, it was impossible for the Board to meet as a single body. A need to take action on this before the next scheduled Board Meeting was determined, therefore, Mr. Carl Spencer was asked to contact all of the Board Directors so that a vote could be taken.

The Directors of The Wagnalls Memorial Foundation do hereby take the following action without a meeting in accordance with Ohio Revised Code Section 1702.25:

The Wagnalls Memorial Foundation intends to complete an agreement outlining the governance, structure, and profit sharing details to implement the proposal drafted by Mr. Don Roberts for a Wagnalls Theatre Company. In an effort to begin the Children's Theatre planning soon enough to start the children's classes this summer, we, The Wagnalls Memorial Foundation Board of Directors, authorize Mr. Carl Spencer and Mr. Don Roberts to take discretionary action to schedule these classes and to create the initial draft of an overall agreement which we intend to complete as soon as practicable.

Board Directors votes as taken by Mr. Carl Spencer:

Mr. David L. Wynkoop	<u> Aye </u>	Mr. James L. Long	<u> Aye </u>
Mr. Nathan A. Kingery	<u> Aye </u>	Mrs. Nancy E. Fisher	<u> Aye </u>
Mr. John H. Rogers	<u> Aye </u>	Mr. Russell A. Osborn	<u> Aye </u>
Ms. Deblin Jennings	<u> Aye </u>	Mr. Darryl Meadows	<u> Aye </u>
Mr. George Sheehan	<u> Aye </u>		

Passed: Yes X No Tabled

This not being a formal meeting, no other business was conducted or related motions required.

<u> Sandra K. Hall </u> Sandra K. Hall Recording Secretary	<u> David L. Wynkoop </u> David L. Wynkoop Chairman
	<u> Nathan A. Kingery </u> Nathan A. Kingery Secretary/Treasurer