

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF

OEMR

A NORTH CAROLINA NON PROFIT CORPORATION

Time and Place. The Board of Directors OEMR held a special meeting at 10:00 a.m. on October 14, 2010, at 2401 Fountain View Dr., Suite 700, Houston, Texas, 77057.

Attendance. The following directors of the Corporation were present:

Ron F. Bearden

Gregory W. Neuman

Presiding Officers and Quorum. Ron F. Bearden called the meeting to order and acted as Chair of the meeting and Gregory W. Neuman acted as Secretary. The Chair announced that a quorum was present, and that the meeting, having been duly convened, was ready to proceed with its business.

Amending Bylaws. The Secretary informed the meeting that, pursuant to the application for exempt status under 501(c)(3) of the Internal Revenue Code, the Internal Revenue Service requires that Article VI, Section 2 the By-laws of the Corporation be amended to provide for a governing board of not less than three. The Secretary also informed the meeting that Article XIX of the Bylaws requires that any proposed amendment to the bylaws be “sent out at least two weeks prior to the meeting when the vote will take place”. The Secretary then presented the proposed amended Bylaws. On motion duly made and unanimously carried, it was

RESOLVED, that the amended bylaws presented be, and the same hereby are, adopted as the bylaws of the Corporation; and

FURTHER RESOLVED, that the Secretary of the Corporation is authorized and directed to execute a certificate of the adoption of said bylaws and to insert the bylaws as certified in the minute book of the Corporation; and

FURTHER RESOLVED, that the requirement of Article XIX of the bylaws that any proposed amendment to the bylaws be “sent out at least two weeks prior to the meeting when the vote will take place” is hereby waived on this occasion.

Election of Additional Directors. The Secretary informed the meeting that, pursuant to the application for exempt status under 501(c)(3) of the Internal Revenue Code, the Internal Revenue Service suggested that the Board of Directors be expanded by adding, at least, one additional member. The Secretary also informed the meeting that Articles VI, Section 11 of the Bylaws requires that any nominations to the Board and a letter stating why the individuals were nominated, be distributed at least one week prior to the meeting when the vote will take place.

The Secretary presented to the meeting the nominating letter which lists three additional nominees and the reason for their nomination to this Board. On motion duly made and unanimously carried, it was

RESOLVED, that the following persons are elected as new directors of the Corporation and officers, as set forth next to their name, until their successors are duly elected and qualified:

NEW DIRECTORS

FURTHER RESOLVED, that the following two current directors will remain as directors and officers, as set forth next to their name, until their successors are elected and qualified:

Ron F. Bearden	Chair
Gregory W. Neuman	Secretary

FURTHER RESOLVED, that the requirement of Article VI, Section 11 of the bylaws that requires the nomination list be distributed at least one week prior to the meeting when the vote will take place is hereby waived on this occasion.

Adjournment. There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Ron F. Bearden

Gregory W. Neuman