

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF
TEEN PAIN HELP FOUNDATION
a California nonprofit public benefit corporation
IN LIEU OF ORGANIZATIONAL MEETING**

Pursuant to Section 307(b) of the California General Corporation Law, the undersigned, being all of the directors of TEEN PAIN HELP FOUNDATION, a California nonprofit public benefit corporation, by their signatures below, adopt the following preambles and resolutions by written consent, effective June 23, 2011:

1. Approval and Adoption of Bylaws.

WHEREAS, the incorporator of this corporation has heretofore adopted Bylaws for the regulation of this corporation's affairs; and

WHEREAS, it is deemed to be in the best interests of this corporation that the Bylaws so adopted by the incorporator of this corporation be approved and adopted as and for the Bylaws of this corporation.

RESOLVED, that the Bylaws heretofore adopted by the incorporator of this corporation as the Bylaws of this corporation and presented to and considered by the undersigned be, and they hereby are, approved and adopted as and for the Bylaws of this corporation.

2. Election of Officers; Compensation; Expenses.

RESOLVED, that the following persons are elected to the offices indicated beside their names, each to hold office until the next annual meeting of directors or until her or his successor is elected to one or more offices:

President	Georgia Huston
Vice-President	Phyllis Bagdadi
Secretary	Bettina Bennewitz
Chief Financial Off	Dawn Mills

RESOLVED, FURTHER, that, pending further action of this Board, each of the officers of this Corporation shall serve without compensation, but

shall be reimbursed for reasonable expenses paid on behalf of this Corporation.

3. Certification and Filing of Charter Documents.

RESOLVED, that the Secretary of this corporation is hereby authorized and instructed to insert in the Minute Book of this corporation a copy of the Articles of Incorporation as filed in the Office of the California Secretary of State on June 23, 2011 and certified by the Secretary of State;

RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized and directed to execute a certificate of the adoption of the Bylaws heretofore adopted by the incorporator and the director(s) of this corporation and to insert the Bylaws as so certified in the Minute Book of this corporation and to see that a copy of the Bylaws, similarly certified, is kept at the principal executive office for the transaction of business of this corporation.

4. Application for Recognition of Tax-Exempt Status.

RESOLVED, that the President of this corporation is authorized and directed to arrange for the preparation, execution and filing of IRS Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code with the Internal Revenue Service.

RESOLVED FURTHER, that the Exemption Application on Form 3500 is no longer required for filing with the California Franchise Tax Board in order to claim a State tax exemption, as described in the attachment to this Action of a copy of Assembly Bill 897, adopted September 26, 2007, which amends Section 23701(d) of the California Revenue and Taxation Code.

RESOLVED FURTHER, that President of this corporation is authorized and directed to execute and deliver such documents and instruments and to do such acts and other things as deemed necessary in order to fulfill the requirements of the Internal Revenue Service in order for this corporation to obtain tax-exempt status and to register with the Office of the Attorney General of the State of California, Charitable Trusts Division.

5. Principal Office.

RESOLVED, that 14711 Greenleaf Street, Sherman Oaks, CA 91403 be, and the same hereby is, designated and fixed as the principal office for the transaction of the business of this corporation in the State of California.

6. Payment of Incorporation Expenses.

RESOLVED, that the President of this corporation is authorized and directed to pay the expenses, heretofore or hereafter incurred, of incorporating and organizing this corporation.

7. Bank Account.

RESOLVED, that the President of this corporation is hereby authorized and directed to establish on behalf of this corporation account(s) at one or more banks or payment facilitating companies (collectively, "Bank(s)") which the President may select in his/her discretion.

RESOLVED FURTHER, that all form resolutions required by said Bank(s) are hereby adopted in the form utilized by Bank(s), and the Secretary is hereby authorized to certify such resolutions as having been adopted by written consent and is directed to insert the form of such resolutions in the Minute Book.

8. Adoption of Conflict of Interest Policy.

WHEREAS, it is considered to be in the best interests of this corporation to adopt a Conflict of Interest Policy (the "Policy") and to provide such Policy to the Internal Revenue Service as an attachment to the Application For Recognition of Exemption on Form IRS 1023, in substantially the form considered by the undersigned directors and in the form attached hereto.

RESOLVED, that the form of Policy presented to and considered by the undersigned be, and it hereby is, approved and adopted as and for the Conflict of Interest Policy for this corporation.

RESOLVED FURTHER, that pursuant to Article VI of the Policy, each director and principal officer of this corporation is required to provide a signed statement for the 2011 year, and for each year thereafter, agreeing to specified provisions regarding adoption and implementation

of the Policy, and that each such originally-signed statement shall be retained in the minute book of this corporation.

9. Other Filings.

RESOLVED, that the President of this corporation is authorized and directed to make such filings and applications, including, without limitation, the Statement by Nonprofit Corporation required by the California General Corporation Law, to execute and deliver such documents and instruments and to do such acts and other things as such officers deem necessary in order to obtain such licenses, authorizations and permits as are necessary or desirable to fulfill such legal requirements as are applicable to this corporation or its business or to complete the organization of this corporation.

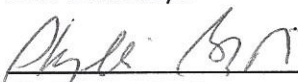
10. Fiscal Year End.

RESOLVED, that the corporate fiscal year shall end on December 31.

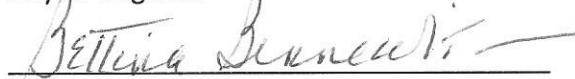
This written consent shall be filed in the Minute Book of the corporation and become a part of the records of this corporation.



Dr. Azmi Atiya



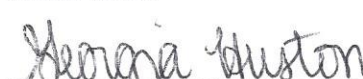
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