

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF TRUSTEES OF
THE DORIS DUKE CHARITABLE FOUNDATION**

The undersigned, being all of the trustees of the Doris Duke Charitable Foundation DO HEREBY CONSENT to the adoption of the following resolutions with respect to the Foundation in their capacity as trustees:

RESOLVED, that it is the intention of the Trustees that no member of the Board of the Foundation shall serve more than two consecutive terms as Chairman, provided that nothing herein shall preclude the current Chairman from completing his current term, and accordingly Section 1.12 of the by-laws of the Foundation shall be revised to read in its entirety as follows:

"Section 1.12. Chairman of the Board. The Board shall choose a Chairman of the Board ("Chairman") from among the Board and may choose a Vice-Chairman of the Board ("Vice-Chairman") from among the Board. The Chairman and Vice-Chairman shall serve in such capacity for a term of three (3) years but may be removed by a majority of the Board at any time, provided, however, that no Board member may serve more than two (2) consecutive terms as Chairman of the Board with the exception of the initial Chairman of the Board who shall be eligible to continue to serve until the expiration of his third term (on June 6, 2005). The Chairman, if present, shall preside at all meetings of the Board. The Vice-Chairman, if present, shall preside at all such meetings in the absence of the Chairman. If neither the Chairman nor Vice-Chairman is present at a meeting, the majority of Trustees present at such meeting shall select a Trustee to act as chairman of such meeting."

IN WITNESS WHEREOF, the undersigned have set their hands hereto as of
February 11, 2003.



**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF TRUSTEES OF
THE DORIS DUKE CHARITABLE FOUNDATION**

The undersigned, being all of the trustees of the Doris Duke Charitable Foundation DO HEREBY CONSENT to the adoption of the following resolutions with respect to the Foundation in their capacity as trustees:

RESOLVED, that it is the intention of the Trustees that no member of the Board of the Foundation shall serve more than two consecutive terms as Chairman, provided that nothing herein shall preclude the current Chairman from completing his current term, and accordingly Section 1.12 of the by-laws of the Foundation shall be revised to read in its entirety as follows:

"Section 1.12. Chairman of the Board. The Board shall choose a Chairman of the Board ("Chairman") from among the Board and may choose a Vice-Chairman of the Board ("Vice-Chairman") from among the Board. The Chairman and Vice-Chairman shall serve in such capacity for a term of three (3) years but may be removed by a majority of the Board at any time, provided, however, that no Board member may serve more than two (2) consecutive terms as Chairman of the Board with the exception of the initial Chairman of the Board who shall be eligible to continue to serve until the expiration of his third term (on June 6, 2005). The Chairman, if present, shall preside at all meetings of the Board. The Vice-Chairman, if present, shall preside at all such meetings in the absence of the Chairman. If neither the Chairman nor Vice-Chairman is present at a meeting, the majority of Trustees present at such meeting shall select a Trustee to act as chairman of such meeting."

IN WITNESS WHEREOF, the undersigned have set their hands hereto as of February 11, 2003.

MARION O. CHARLES
Trustee

NANNERL O. KEOHANE
Trustee

HARRY B. DEMOPOULOS


JOHN J. MACK
Trustee

JOHN H.T. WILSON
Trustee

JAMES F. GILL
Trustee