

Date: Thu, 18 Mar 2010 09:36:19 -0500

Subject: Re: Special Meeting of the Board of Directors held February 25th, 2010.

From: sherwood.samuel@gmail.com

To: w.westcpa@yahoo.com

CC: smatthes@aol.com; waonicoles@hotmail.com; michelleanthonycryer@yahoo.com

Alcon,

Well the coup is done. Congratulations Will. WAO is now solely in your hands and will function as you design. Anyone who disagrees with you will of course receive similar treatment.

I am curious how a Board meeting could be called when all the members were not notified. But hey the bottom line is, you have eliminated my board seat, or have you?

In any case I resign. Please accept my resignation as of the 25th of February. You should have asked in a professional manner and the outcome would have been the same, no shenanigans needed.

Sumner, I thought better of you.

Michele, you are next. Good luck, at least you are an honorable person.

M. Samuel Sherwood

On Wed, Mar 17, 2010 at 10:42 AM, Will West <w.westcpa@yahoo.com> wrote:

The purpose of this email is to provide a summary of the actions taken in our recent Special Meeting of the Board of Directors held February 25th, 2010. Let me first apologize for the delay in sending this summary as I have been quite involved in some related legal "housekeeping" issues which have now been cleared to our satisfaction.

First, some explanation is in order:

- WAO is currently operating under Bylaws which were read into the record by Michelle Cryer and approved and adopted February 24, 2007.
- While it is true that WAO is in the process of drafting revised Bylaws which

will be reviewed by outside legal counsel prior to adoption by the Board, the existing Bylaws remain in effect.

- The above referenced Bylaws provide, in the next to last paragraph of Article Five: **"Officers shall by virtue of their office be members of the Board of Directors"**.
- WAO has been operating, incorrectly, as though Nicole Garcia was not a member of the Board of Directors.

In summary, the actions taken in our recent Special Meeting of the Board of Directors were as follows:

1. The roll was called and a quorum/majority was present.
2. The Board apologized to Nicole Garcia for her prior exclusion, and cited that the provision requiring her inclusion should have been noted during prior review of the bylaws. The Board reminded however that any prior actions taken or not taken would likely have occurred with her inclusion.
3. The Board agreed that Cynthia Leary-Johnson should be advanced as a potential Board member and vetted accordingly.
4. The Board agreed that it request the resignation of Samuel Sherwood as a member the Board, and failing that, the Board would terminate Mr. Sherwood's position effective immediately. The motion was made, seconded, and passed unanimously. Given Mr. Sherwood's unavailability to issue his resignation, his position as a member of the Board was terminated.

The meeting was then adjourned.

A transcript of the meeting will be available to Board members when transcription is complete.

Please call or email with any questions or comments.

Thanks,

Will West

From: w.westcpa@yahoo.com

To: michelleanthonycryer@yahoo.com; sherwood.samuel@gmail.com;

smatthes@aol.com; waonicole@hotmail.com

CC: bbenson@pulmanlaw.com

Subject: WAO Board of Directors Special Meeting; 2 pm, February 25, 2010

Date: Wed, 24 Feb 2010 08:50:23 -0600

The purpose of this email is to call a Special Meeting of the Board Of Directors of the Animal Sanctuary of the United States/Wild Animal Orphanage. This meeting will be held this Thursday, February 25, 2010 at 2 pm, central time at WAO's Leslie Road office and may be attended in person, via telephone using the same call in number and access code as prior meetings, or via email.

Via cc of this email, I am asking Marsha Adams to also contact each Board member via telephone.

William L. West, President/Chairman