

1170886

SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

21-41958

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

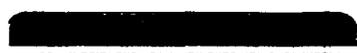
OMB APPROVAL  
OMB Number: 3235-0076  
Expires: May 31, 2002  
Estimated average burden hours per response...1



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM D

SEC USE ONLY  
Prefix Serial  
DATE RECEIVED



02024893

PROCESSED  
APR 12 2002  
THOMSON FINANCIAL

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Granite Northwest L.L.C.

[ ] Rule 504 [ ] Rule 505 [ x ] Rule 506 [ ] Section 4(6) [ ] ULOE

Filing Under (Check box(es) that apply):

Type of Filing: [ x ] New Filing [ ] Amendment



Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

**Filing Fee:** There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

**Jerry Van Hook : President / CLS Financial Services**  
4720 -200<sup>th</sup> Street SW, Suite 200 P.O.Box 719  
Lynnwood, WA 93046

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

**Kevin Van Hook – Investment Officer / CLS Financial Services**  
4720 -200<sup>th</sup> Street SW, Suite 200 P.O. BOX 719  
Lynnwood, WA 93046

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

**Norm Ruder – Sr. Investment Counselor / CLS Financial Services**  
4720 -200<sup>th</sup> Street SW, Suite 200 P.O Box 719  
Lynnwood, WA 93046

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Robert Flynn- Investment Officer / CLS Financial Services  
4720-200<sup>th</sup> Street, SW Suite 200 P.O Box 719  
Lynnwood , WA 98046

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No  
[ x ] [ ]
2. What is the minimum investment that will be accepted from any individual?..... \$50,000
3. Does the offering permit joint ownership of a single unit?..... Yes No  
[ x ] [ ]

Answer also in Appendix, Column 2, if filing under ULOE.

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) NO BROKERAGE FIRM HAS BEEN SECURED YET

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States  
[AL] [AK] [AZ]X [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA]X [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States  
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

|      |      |      |      |      |      |      |      |      |      |      |      |      |                |
|------|------|------|------|------|------|------|------|------|------|------|------|------|----------------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] | [ ] All States |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |                |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |                |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |                |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." None  
 If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security   | Aggregate Offering Price | Amount Already Sold |
|--|--------------------------|---------------------|
| Debt .....   | \$ 0                     | \$ _____            |
| Equity .....   | \$ 0                     | \$ _____            |
| [ ] Common    [ ] Preferred                                      |                          |                     |
| Convertible Securities (including warrants) .....                | \$ 0                     | \$ _____            |
| Partnership Interests .....                                      | \$ 0                     | \$ _____            |
| Other (Specify : Limited Liability Corporation) Membership Units | \$ 5,000,000.00          | \$ 0                |
| Total .....  | \$ _____                 | \$ _____            |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

|   | Number Investors | Aggregate Dollar Amount of Purchases |
|---|------------------|--------------------------------------|
| Accredited Investors .....                    | 0                | \$ _____                             |
| Non-accredited Investors .....                | 0                | \$ _____                             |
| Total (for filings under Rule 504 only) ..... |                  | \$ _____                             |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

| Type of offering | Type of Security | Dollar Amount Sold |
|------------------|------------------|--------------------|
|------------------|------------------|--------------------|

|                    |       |          |
|--------------------|-------|----------|
| Rule 505 .....     | _____ | \$ _____ |
| Regulation A ..... | _____ | \$ _____ |
| Rule 504 .....     | _____ | \$ _____ |
| Total .....        | _____ | \$ _____ |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

|  |                          |                 |
|--|--------------------------|-----------------|
| Transfer Agent's Fees .....                                | <input type="checkbox"/> |                 |
| Printing and Engraving Costs .....                         | <input type="checkbox"/> | \$1000          |
| Legal Fees .....   | <input type="checkbox"/> | \$50,000        |
| Accounting Fees .....                                      | <input type="checkbox"/> | \$5000          |
| Engineering Fees .....                                     | <input type="checkbox"/> | \$500,000       |
| Sales Commissions (specify finders' fees separately) ..... | <input type="checkbox"/> | \$500,000       |
| Other Expenses (identify) _____                            | <input type="checkbox"/> | \$5,000         |
| Total .....  | <input type="checkbox"/> | \$1,061,000.00_ |

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$ 3,939,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

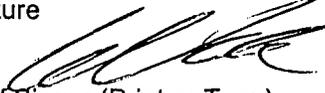
|  | Payments to Officers, Directors, & Affiliates | Payments To Others                 |
|--|---|------------------------------------|
| Salaries and fees .....Salaries to Management Paid by CLS Financial  | <input type="checkbox"/> N/A                  | <input type="checkbox"/> N/A       |
|  | \$ _____                                      | \$ _____                           |
| Purchase of real estate .....  |   | <input type="checkbox"/> \$700,000 |
| Purchase, rental or leasing and installation of machinery and equipment .....  |   | \$ 0                               |
| Construction or leasing of plant buildings and facilities.....   | <input type="checkbox"/>                      | <input type="checkbox"/> \$ 0      |
|  | \$ _____                                      |                                    |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) ..... | <input type="checkbox"/>                      | <input type="checkbox"/> \$ 0      |
|  | \$ _____                                      |                                    |
| Repayment of indebtedness .....  | <input type="checkbox"/>                      | <input type="checkbox"/> \$ 0      |
|  | \$ _____                                      |                                    |
| Working capital .....  | <input type="checkbox"/>                      | <input type="checkbox"/> \$ 0      |
|  | \$ _____                                      |                                    |
| Other (specify): _____   | <input type="checkbox"/>                      | <input type="checkbox"/> \$ 0      |
|  | \$ _____                                      |                                    |
| _____  | <input type="checkbox"/>                      | <input type="checkbox"/> \$ 0      |
|  | \$ _____                                      |                                    |
| Column Totals .....  | <input type="checkbox"/>                      | <input type="checkbox"/> \$ 0      |
|  | \$ _____                                      |                                    |
| Total Payments Listed (column totals added) .....  |   | <input type="checkbox"/> \$700,000 |

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**D. FEDERAL SIGNATURE**

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

|                                |  |         |
|--------------------------------|--|---------|
| Issuer (Print or Type)         | Signature  | Date    |
| Jerry Van Hook                 |  | 3/15/02 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type)  |         |
|                                | President of CLS Financial Services & Granite Northwest L.L.C                      |         |

**ATTENTION**  
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

.....  
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

|                                 |  |         |
|---------------------------------|--|---------|
| Issuer (Print or Type)          | Signature  | Date    |
| Jerry Van Hook - JERRY VAN HOOK |  | 3/15/02 |
| Name of Signer (Print or Type)  | Title (Print or Type)  |         |
|                                 | President of CLS Financial Services & Granite Northwest L.L.C                        |         |

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# **CLS FINANCIAL SERVICES**

*Real Estate Broker • Real Estate Loans • Investments • Securities*

4720-200th Street SW, Suite #200 • Post Office Box 719 • Lynnwood, WA 98046-0719 • [www.clsfs.com](http://www.clsfs.com)  
(425) 744-0386 • FAX: 744-0546  
[clsfs@seanet.com](mailto:clsfs@seanet.com)

3/15/02

Department of Financial Institutions  
Securities Division  
P.O. Box 9033  
Olympia, WA 98507-9033

Dear Sirs,

Attached please find the required State compliance documentation for a Regulation D 506 Private Placement Offering to accredited and non accredited investors in the State of Washington. Additional copies of the Form D will also be sent to the Securities and Exchange Commission in the State of Washington D.C.

1. Check for \$300.00 dollars.
2. Form D
3. Form U-2- Uniform Consent to Service of Process
4. Corporate Acknowledgement
5. Form U-2A Corporate Resolution.

Thank you,

Jerry Van Hook  
President  
CLS Financial Services / Granite Northwest L.L.C.

## FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

### KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Granite Northwest LLC,  a corporation,  
 partnership,  other LLC organized under the laws of Washington, or  
 an individual for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process, or pleading served hereunder be mailed to:

Gerald Vanhook

NAME

4720 200th St SW Ste 200, Lynnwood, WA 98036

ADDRESS

Place a "✓" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

- |                                      |  |   |                                      |
|--------------------------------------|--|---|--------------------------------------|
| <input type="checkbox"/> ALABAMA     | Secretary of State   | <input type="checkbox"/> DELAWARE             | Securities Commissioner              |
| <input type="checkbox"/> ALASKA      | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | <input type="checkbox"/> DISTRICT OF COLUMBIA | Public Service Commissioner          |
| <input type="checkbox"/> ARIZONA     | The Corporation Commission   | <input type="checkbox"/> FLORIDA              | Department of Banking and Finance    |
| <input type="checkbox"/> ARKANSAS    | The Securities Commissioner  | <input type="checkbox"/> GEORGIA              | Commissioner of Securities           |
| <input type="checkbox"/> CALIFORNIA  | Commissioner of Corporations   | <input type="checkbox"/> GUAM                 | Administrator, Department of Finance |
| <input type="checkbox"/> COLORADO    | Securities Commissioner  | <input type="checkbox"/> HAWAII               | Commissioner of Securities           |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner   | <input type="checkbox"/> IDAHO                | Director, Department of Finance      |
| <input type="checkbox"/> IOWA        | Commissioner of Insurance  | <input type="checkbox"/> ILLINOIS             | Secretary of State                   |
| <input type="checkbox"/> KANSAS      | Secretary of State   | <input type="checkbox"/> INDIANA              | Secretary of State                   |
|                                      |  | <input type="checkbox"/> OHIO                 | Secretary of State                   |

- |   |  |  |  |
|---|--|--|--|
| <input type="checkbox"/> KENTUCKY       | Director, Division of Securities   | <input type="checkbox"/> OREGON                | Director, Department of Insurance and Finance                            |
| <input type="checkbox"/> LOUISIANA      | Commissioner of Securities   | <input type="checkbox"/> OKLAHOMA              | Securities Administrator   |
| <input type="checkbox"/> MAINE          | Administrator, Securities Division                                       | *** PENNSYLVANIA                               | Pennsylvania does not require filing of a Consent to Service of Process. |
| <input type="checkbox"/> MARYLAND       | Commissioner of the Division of Securities                               | <input type="checkbox"/> PUERTO RICO           | Commissioner of Financial Institutions                                   |
| <input type="checkbox"/> MASSACHUSETTS  | Secretary of State   | <input type="checkbox"/> RHODE ISLAND          | Director of Business Regulation  |
| <input type="checkbox"/> MICHIGAN       | Administrator, Corporation and Securities Bureau, Department of Commerce | <input type="checkbox"/> SOUTH CAROLINA        | Secretary of State   |
| <input type="checkbox"/> MINNESOTA      | Commissioner of Commerce   | <input type="checkbox"/> SOUTH DAKOTA          | Secretary of State   |
| <input type="checkbox"/> MISSISSIPPI    | Secretary of State   | <input type="checkbox"/> TENNESSEE             | Commissioner of Commerce and Insurance                                   |
| <input type="checkbox"/> MISSOURI       | Securities Commissioner  | <input type="checkbox"/> TEXAS                 | Securities Commissioner  |
| <input type="checkbox"/> MONTANA        | State Auditor and Commissioner of Insurance                              | <input type="checkbox"/> UTAH                  | Director, Division of Securities   |
| <input type="checkbox"/> NEBRASKA       | Director of Banking and Finance  | <input type="checkbox"/> VERMONT               | Secretary of State   |
| <input type="checkbox"/> NEVADA         | Secretary of State   | <input type="checkbox"/> VIRGINIA              | Clerk, State Corporation Commission                                      |
| <input type="checkbox"/> NEW HAMPSHIRE  | Secretary of State   | <input checked="" type="checkbox"/> WASHINGTON | Director of the Department of Financial Institutions                     |
| <input type="checkbox"/> NEW JERSEY     | Chief, Securities Bureau   | <input type="checkbox"/> WEST VIRGINIA         | Commissioner of Securities   |
| <input type="checkbox"/> NEW MEXICO     | Director, Securities Division  | <input type="checkbox"/> WISCONSIN             | Commissioner of Securities   |
| <input type="checkbox"/> NEW YORK       | Secretary of State   | <input type="checkbox"/> WYOMING               | Secretary of State   |
| <input type="checkbox"/> NORTH CAROLINA | Secretary of State   |  |  |
| <input type="checkbox"/> NORTH DAKOTA   | Securities Commissioner  |  |  |

Dated this 11 day of March, 2002.

  
 By Gerald Vanhook

(SEAL)

President, CLS Financial Mgr. Granite NW LLC  
 TITLE

CORPORATE ACKNOWLEDGMENT

State or Province of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, before me \_\_\_\_\_ the undersigned officer, personally appeared \_\_\_\_\_ known personally to me to be the \_\_\_\_\_ TITLE \_\_\_\_\_ of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

NOTARY PUBLIC/COMMISSIONER OF OATHS \_\_\_\_\_

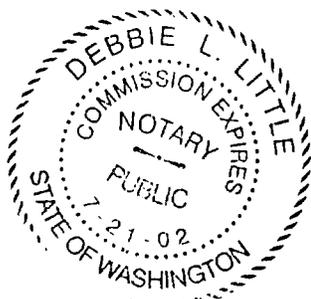
My commission expires: \_\_\_\_\_

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of WA \_\_\_\_\_ )  
County of Snohomish \_\_\_\_\_ ) ss.

On this 11 day of March, 2002, before me Gerald Vanhook, the undersigned officer, personally appeared Gerald Vanhook to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



Debbie L Little  
NOTARY PUBLIC/COMMISSIONER OF OATHS \_\_\_\_\_

My commission expires: 7-21-02

FORM U-2A UNIFORM CORPORATE RESOLUTION

UNIFORM FROM OF  
CORPORATE RESOLUTION  
OF

\*\*N/A - Granite Northwest LLC is a limited liability company, not a corporation.

\_\_\_\_\_  
(Name of Corporation)

RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he is the \_\_\_\_\_ Secretary of \_\_\_\_\_, a corporation organized and existing under the laws of the State of \_\_\_\_\_; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

(CORPORATE SEAL)

Secretary

**C L S FINANCIAL SERVICES**

Vendor No: 041506 / Name: Department Of Financial Institution

**20015**

Invoice Ref  
GRANITE NW OFFERING

Inv Date  
02/27/02

Inv Amt  
300.00

Discount  
0.00

Adj Amt  
0.00

Amt Paid  
300.00

(Acct: 10200-01-0000)

Check Date 03/01/02

Total

\$300.00

THE FACE OF THIS DOCUMENT HAS A COLORED BACKGROUND ON WHITE PAPER

**C L S FINANCIAL SERVICES**

4720 200TH S.W. SUITE 200  
P.O. BOX 719  
LYNNWOOD, WA 98046  
(425) 744-0388

U.S. BANK  
SPOKANE, WA 89208

19-10/1250

**20015**

20015

\*\*\*Three Hundred & No/100 Dollars

AMOUNT

\$300.00

DATE

03/01/02

PAY  
TO THE  
ORDER  
OF

Department Of Financial Institution

TWO SIGNATURES REQUIRED FOR AMOUNTS OVER \$2,000.00  
VOID AFTER 90 DAYS

*Boery*

SECURITY FEATURES INCLUDED. DETAILS ON BACK.

⑆020015⑆ ⑆125000105⑆ 153502668525⑆