

UNANIMOUS WRITTEN CONSENT
OF THE
SHAREHOLDERS
OF
THE CANOPY GROUP, INC.

(Election of Directors; Ratification)

February 20, 2004

Pursuant to and in accordance with the provisions of Section 16-10a-704 of the Utah Revised Business Corporation Act (the "Act"), the undersigned, constituting all of the shareholders entitled to vote (collectively, the "Shareholders") of The Canopy Group, Inc., a Utah corporation (the "Corporation"), waiving any and all notice to which we may be entitled, hereby take the following actions and adopt the following resolutions:

1. Election of Directors.

RESOLVED, that the following persons be and they hereby are elected to serve as directors of the Corporation until the next annual meeting of the shareholders of the Corporation and until their successors are duly elected and qualified:

Raymond J. Noorda
Lewena Noorda
Ralph Yarro

2. Ratification.

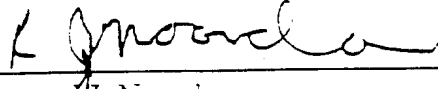
RESOLVED, that any and all of the actions taken by the Board of Directors and the officers of the Corporation from January 30, 2003 up to and including the date set forth above are hereby ratified, confirmed and approved in all respects.

The Shareholders expressly understand that this Unanimous Written Consent is in lieu of a meeting of the shareholders of the Corporation and has the same legal effect as the vote of the Shareholders at a meeting which has been duly called, convened and held.

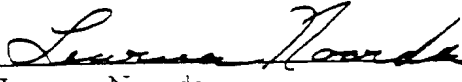
This Unanimous Written Consent may be executed in any number of counterparts and together such counterparts shall constitute one original document.

IN WITNESS WHEREOF, the undersigned Shareholders have executed this Unanimous Written Consent on the day and year first above written.


SHAREHOLDERS:



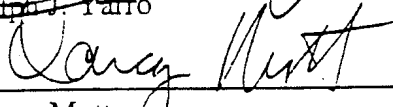
Raymond J. Noorda.
Trustee under Declaration of Trust dated 10/8/80, as amended



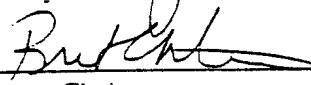
Lewena Noorda.
Trustee under Declaration of Trust dated 10/8/80, as amended



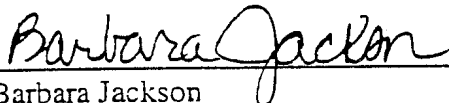
Ralph J. Yarro




Darcy Mott



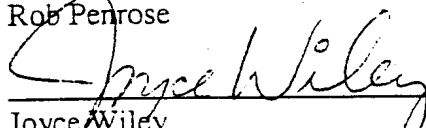
Brent Christensen



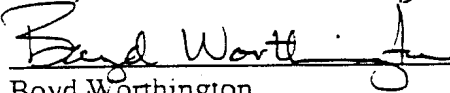
Barbara Jackson



Rob Penrose



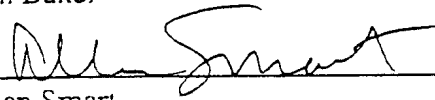
Joyce Wiley




Boyd Worthington



Dan Baker



Allan Smart



Frankie Gibson

G. Garbe

Gerald Garbe

Darla Newbold

Darla Newbold

Mark Cusick

Mark Cusick