

# PARROT FOUNDATION

## CONSENT IN LIEU OF ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

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**1. Meeting Duly Held.** The organizational meeting of the Board of Directors of the **Parrot Foundation**, a Washington nonprofit corporation, is hereby effected by unanimous consent pursuant to RCW 24.03.155 as of June 10, 2008. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Washington on June 9, 2008. All of the directors named in said articles waived notice of the meeting.

**2. Election of Directors.** In the Articles of Incorporation, the Incorporator named the following persons as Directors of the Corporation:

William Coleda  
Gerard Gay  
Jeffrey Horwitz  
Allison Randal  
Shane Warden

**3. Ratification of Actions of Incorporator.** All actions of every nature heretofore taken by the Incorporator for the organization of the Corporation are hereby in all respects approved, ratified, and confirmed and that the Incorporator is hereby indemnified for all acts related to the incorporation.

**4. Adoption of Bylaws.** The proposed form of Bylaws of the Corporation, in the form attached hereto, were read and are hereby approved and duly adopted as the Bylaws of the Corporation. The President and the Secretary, once appointed, are authorized to authenticate them.

**5. Number of Directors.** Pursuant to Article 5 of the Bylaws, the Board of Directors hereby sets the minimum number of directors at 2 until otherwise set by resolution of the Board.

**6. Appointment of Officers.** The following persons are hereby appointed to serve as the officers of the Corporation until the first annual meeting of the Board of Directors or until their successors are appointed and qualified:

Chairman ..... Allison Randal  
President ..... Gerard Gay  
Vice President ..... William Coleda  
Secretary ..... Shane Warden  
Treasurer ..... Jeffrey Horwitz

7. **Annual Meeting Date.** The annual meeting date of the Corporation for its annual meeting of directors shall be held in the month of June, at a time and place to be designated by the directors.

8. **Fiscal Year.** The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year.

9. **Banking Relationship.** Any one or more of the officers named herein, acting alone or together on behalf of the Corporation, are hereby authorized:

- (a) To designate such bank or banks as depositories (a "Depository") for the funds of the Corporation as may be deemed necessary or advisable;
- (b) To open, keep and close general and special bank accounts and safe deposit boxes with any Depository;
- (c) To cause to be deposited in accounts with any Depository from time to time such funds of the Corporation as may be deemed necessary or advisable;
- (d) To designate from time to time officers and agents of the Corporation authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any such account; and
- (e) To make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile or digital signatures) as may be deemed necessary or advisable.

If any Depository requires a prescribed form of preamble, preambles, resolution or resolutions relating to such accounts or to any application, statement, instrument or other document connected therewith, each such preamble or resolution shall be deemed to be adopted by the Board of Directors, and the Secretary of the Corporation is authorized to certify the adoption of any such preamble or resolution as though it were presented to the Board of Directors at the time of adopting this resolution, and to insert all such preambles and resolutions in the minute book of the Corporation immediately following this resolution.

10. **Expenses of Organization.** The Treasurer of the Corporation is hereby authorized to pay all charges and expenses, including attorneys fees and accounting fees, incident to or arising out of the organization of the Corporation and to reimburse any person who has made any disbursement therefor.

11. **Application for Licenses, Etc.** The officers of the Corporation are hereby authorized and directed to apply for and to obtain all licenses, permits, and authorizations required under any laws or regulations affecting the operations of the Corporation and

particularly to take all steps necessary for the Corporation to comply with all federal, state, and municipal tax laws.

**12. 501(c)(3) Application for Tax Exemption.** The Board of Directors authorizes Allison Randal to apply for and obtain tax exempt status from the Internal Revenue Service. This authorization includes the preparation of Form 1023, Application for Recognition for Exemption under Section 501(c)(3) of the Internal Revenue Code and any and all other documents required for this purpose. Allison Randal is authorized to consult with legal counsel in this regard and to make any and all decisions to effectuate the purposes of this resolution.

**13. Commencement of Business.** The Board of Directors hereby authorizes the President to commence doing business at such time as he deems appropriate, and to enter into such arrangements, contracts, and other dealings as he might deem reasonably necessary to make the Corporation operational.

**14. Insurance.** The President and/or Treasurer is hereby authorized to purchase insurance on behalf of the Corporation as they deem necessary or appropriate for the business and property of the Corporation, including but not limited to, insurance for directors and officers.

**15. Conflict of Interest Policy.** The Board of Directors hereby adopts a Conflict of Interest Policy for the Corporation in the form attached hereto.

**16. Counterparts.** This Consent by the undersigned may be executed and delivered in any number of counterparts and by facsimile or other electronic means (such as an email exchange of .pdf, .tif or similar files), each of which shall be deemed to be an original, but all such counterparts together shall constitute one and the same instrument.

*[Remainder of Page Intentionally Left Blank, Signatures on Next Page]*

The undersigned, being all of the members of the initial Board of Directors of the Corporation, hereby waive notice of the Organizational Meeting of Directors as described above and consent to all actions taken therein, effective as of June 10, 2008.

\_\_\_\_\_  
William Coleda

Dated \_\_\_\_\_

\_\_\_\_\_  
Gerard Gay

Dated \_\_\_\_\_

\_\_\_\_\_  
Jeffrey Horwitz

Dated \_\_\_\_\_

\_\_\_\_\_  
Allison Randal

Dated \_\_\_\_\_

\_\_\_\_\_  
Shane Warden

Dated \_\_\_\_\_