

ACTION BY UNANIMOUS CONSENT IN WRITING
OF THE BOARD OF DIRECTORS OF
The Evergreen Project
IN LIEU OF ORGANIZATION MEETING

The undersigned, constituting all the members of the Board of Directors of The Evergreen Project (the "**Corporation**"), a nonprofit corporation organized and existing under the laws of the State of Missouri, by unanimous consent in writing, without the formality of convening a meeting, do hereby consent to the following actions of the Corporation and direct that this consent be filed with the minutes of the Board of Directors of the Corporation. This consent may be signed in separate counterparts and shall be effective when counterparts have been signed by all of the Directors.

RESOLVED, that the Statement of Sole Incorporator dated of even date herewith be and hereby is, in all respects, approved, ratified, and confirmed.

RESOLVED FURTHER, that the bylaws of the Corporation that had been adopted by the sole incorporator of the Corporation by statement in writing in lieu of organization meeting be, and they hereby are, approved and adopted as the bylaws of the Corporation.

RESOLVED FURTHER, that the following persons be, and hereby are, elected to the office or offices of the Corporation set opposite their respective names, to serve until the first annual meeting of the Board of Directors ensuing after the date of this meeting and until their successors have been duly elected and qualified:

Tim Spindler, Chairman of the Board/President
Ruth Frasur, Vice-Chairman of the Board/Treasurer
Terran McCanna, Secretary

RESOLVED FURTHER, that the President be and hereby is authorized and empowered to pay all expenses incurred in connection with the organization of the Corporation, including filing fees, taxes, license fees, and attorney and accountant fees.

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to procure all corporate books, books of account and share certificate books required by law or necessary or appropriate in connection with the operation of the Corporation.

RESOLVED FURTHER, that the President, Treasurer, and Secretary, acting separately or together, be and hereby are authorized to: (a) designate one or more banks, trust companies, or other similar institutions as depositories of the funds of the Corporation, including, without limitation, cash and cash equivalents; (b) open, keep, and close general and special bank accounts, including general deposit accounts, payroll accounts, and working fund accounts, with any such depository; (c) cause to be deposited in such accounts with any such depository, from time to time, such funds, including, without limitation, cash and cash equivalents, of the Corporation as such officers deem necessary or advisable; (d) authorize the use of facsimile signatures for the signing or countersigning of checks, drafts, or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition for permitting the use of facsimile signatures; (e) designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to make deposits, to endorse checks, drafts, or other instruments for such

deposit, and to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts, and to revoke any such designation; (f) make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable; and (g) complete, execute, and/or certify any customarily printed blank signature card forms in order conveniently to exercise the authority granted by this resolution and any resolutions printed thereon shall be deemed adopted as a part thereof.

RESOLVED FURTHER, that the President and Treasurer, acting separately or together, be and hereby are authorized to execute and deliver all documents and do all things necessary to attain the Corporation's status as an entity exempt from federal income tax pursuant to relevant provisions of the Internal Revenue Code, together with any applicable state exemptions, and obtain an employer identification number from the Internal Revenue Service.

RESOLVED FURTHER, that the officers of the Corporation be, and hereby are, acting jointly or singly, authorized and directed to take such actions and to make, execute, deliver, and file on behalf of this Corporation such corporate papers, certificates, instruments, and other documents as may be necessary or desirable to carry out the intent and purposes of the foregoing resolutions.

Dated: _____, 2018

Holly Brennan, Director

Garry Collum, Director

Ruth Frasur, Director

Ron Gagnon, Director

Sharon Herbert, Director

Terran McCanna, Director

Mike Rylander, Director

Tim Spindler, Director

Scott Thomas, Director

BEING ALL OF THE DIRECTORS OF
THE EVERGREEN PROJECT