

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

The undersigned, constituting all the members of the Board of Directors and all of the officers 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 and hereby waiving notice and the holding of such 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 and officers of the Corporation.

RESOLVED, that the Board of Directors and officers of the Corporation find it desirable that the Corporation establish a conflicts of interest policy in order to minimize the risks of internal and external fraud, theft of the Corporation's assets, and fraudulent financial reporting.

RESOLVED FURTHER, that the Board of Directors and officers of the Corporation hereby approve and adopt the conflicts of interest policy attached hereto as Exhibit "A" and incorporated herein by reference (the "**Conflicts of Interest Policy**").

RESOLVED FURTHER, that the Board of Directors and officers of the Corporation acknowledge having been provided with a copy of the Conflicts of Interest Policy and the opportunity to review the Conflicts of Interest Policy prior to executing this consent.

RESOLVED FURTHER, that through execution of this consent each of the members of the Board of Directors and each of the officers of the Corporation hereby agree to adhere to the terms of the Conflicts of Interest Policy.

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to file this consent with the minutes of the Board of Directors of the Corporation.

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: September _____, 2018

[Remainder of page intentionally left blank. Signatures on following page.]

Jason Boyer, Director

Holly Brennan, Director

Garry Collum, Director

Ron Gagnon, Director

Anna Goben, Director

Terran McCanna, Director/Secretary

Mike Rylander, Director/Chair/President

Scott Thomas, Director/Vice-Chair/Treasurer

Jessica Woolford, Director

BEING ALL OF THE DIRECTORS AND OFFICERS OF
THE EVERGREEN PROJECT