

**WRITTEN CONSENT IN LIEU OF THE FIRST MEETING OF  
THE BOARD OF DIRECTORS OF  
AGINNOVATION**

In lieu of the first meeting of the Board of Directors of AGiNNOVATION, a Nevada nonprofit corporation (the "Corporation"), the members of the Board of Directors of the Corporation in accordance with Nev. Rev. Stat. § 82.271(2) agree to the following resolutions as acts of the Corporation:

1. **Consent, Approval of Actions by the Incorporator.**

**RESOLVED:** That the undersigned Directors hereby consent to act as Directors of the Corporation until their resignation, removal or successors are chosen and qualify.

**RESOLVED FURTHER:** That all actions heretofore taken by the incorporator and the Directors named in the Articles of Incorporation, and all things done by their authority prior to the organization of the Corporation up to and including the date hereof be, and the same hereby are, ratified and approved and adopted by and as the act of the Corporation.

**RESOLVED FURTHER:** That the Waiver of Incorporator, which has been presented to and reviewed by the Directors of the Corporation, whereunder the incorporator of the Corporation waived all right, title, and interest in and to any property of the Corporation and waived any right to management thereof shall be, and is, accepted and approved and such waiver shall be inserted in the minute book of the Corporation.

2. **Approval of Articles of Incorporation.**

**RESOLVED:** That the Articles of Incorporation of the Corporation, which have been presented to and reviewed by the Directors and which have been duly filed in the Office of the Secretary of State of the State of Nevada on September 19, 2023 shall be, and hereby are approved, and a copy thereof shall be inserted in the minute book of the Corporation.

3. **Approval of Bylaws.**

**RESOLVED:** That the Bylaws of the Corporation for the regulation of the business and affairs of the Corporation which have been presented to and reviewed by the Directors of the Corporation, shall be, and hereby are, adopted and approved as the Bylaws of the Corporation without change, and such Bylaws shall be inserted in the minute book of the Corporation.

4. **Election of Officers.**

**RESOLVED:** That each of the following persons shall be and is, elected to serve as an officer of the Corporation, to hold the following office or offices until the next annual meeting of the Board of Directors, until the earlier resignation or removal or until successors are chosen and shall qualify:

President	Chris Pritsos
Vice President	Matthew Wilson
President-elect	George Smith
Secretary	Bret Hess
Treasurer	Richard Rhodes

**RESOLVED FURTHER:** That the proper officers of the Corporation be, and they hereby are, authorized and directed to make and file, on behalf of the Corporation, a list of officers, directors and registered agent, therein designating acceptance of appointment by said agent, in the Office of the Secretary of the State of the State of Nevada.

5. **Designation of Registered Agent and Registered Office.**

**RESOLVED:** That DECS, whose address is 5421 Kietzke Lane, Suite 100, Reno, Nevada 89511 be, and hereby is, designated as registered agent of the Corporation, in charge of the registered office at such address in the State of Nevada.

6. **Designation of Fiscal Year.**

**RESOLVED:** That the fiscal year of the Corporation shall begin on January 1st of each year and end on December 31st of each year.

7. **No Stock Issuance and Corporate Seal.**

**RESOLVED:** That the Corporation shall not have or issue shares of stock.

**RESOLVED FURTHER:** That the Corporation shall not have a corporate seal.

8. **Foreign Incorporation.**

**RESOLVED:** That, for the purposes of authorizing the Corporation to do business in any state, district, territory or dependency of the United States or any province of Canada or any foreign country in which it is necessary or expedient for the Corporation to transact business, the appropriate officers of the Corporation (or any of them) shall be, and hereby are, authorized and empowered to appoint and substitute all necessary agents or attorneys for service of process,

to designate and change the location of all necessary statutory offices, and to make, execute, acknowledge (where necessary) and file all necessary applications, certificates, reports, powers of attorney and other documents or instrument as may be required by the laws of such state, district, territory, dependency, province or country to authorize the Corporation to transact business therein, and, whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to make, execute, acknowledge (where necessary) and file such applications, certificates, reports, revocations of appointment, surrenders of authority or other documents or instruments as may be necessary or appropriate to terminate the authority of the Corporation to do business in any such state, district, territory, dependency, province or country.

9. **Expenses of Organization.**

**RESOLVED:** That the Treasurer be, and hereby is, authorized and directed to pay all fees and expenses incident to and necessary for the organization of the Corporation and its qualifications to transact business in the State of Nevada.

10. **Bank Account.**

**RESOLVED:** Chase Bank (the "Bank") is hereby selected and designated as depositor of funds of the Corporation, and that an account be established and maintained by and in the name of this Corporation at the Mae Anne and McCarran Branch, City of Reno, State of Nevada, on and subject to such terms and conditions as the President and Treasurer of the Corporation may from time to time agree on with said bank; and

**RESOLVED FURTHER:** That all checks, drafts, and other instruments for the payment of money drawn or accepted by the Corporation for the payments from such account or at such office of the Bank be signed on behalf of the Corporation by the President, Secretary or Treasurer of the Corporation; and

**RESOLVED FURTHER:** That any checks, drafts or other instruments for the payment of money, endorsed on behalf of the Corporation for deposit with or collection by the Bank, may be so endorsed in the name of the Corporation by a written or stamped endorsement, without designation or signature of the person making such endorsement; and

**RESOLVED FURTHER:** That, in the alternative, the Secretary of the Corporation is hereby authorized and directed to certify to the Bank that these resolutions have been duly adopted, and are in conformity with the Articles of Incorporation and Bylaws of the Corporation, and to further certify to the Bank the names and specimen signatures of the present officers of the Corporation authorized to sign on such account, and, if and when any change be made in the

personnel of such officers, the fact of such change and the name and specimen signature of each new officer; and

**RESOLVED FURTHER:** That the Bank is required and authorized to honor, receive, certify or pay any instrument signed or endorsed in accordance with these resolutions and the certification including any instrument drawn or endorsed to the personal order of, or presented for negotiation or encasement by any officer signing or endorsing the same; and

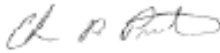
**RESOLVED FURTHER:** That these resolutions and each certification herein provided for shall remain in full force and effect and the Bank is authorized and requested to rely and act thereon until it shall receive at its office to which the certified copy of these resolutions is delivered, either a certified copy of a further resolution of the Board of Directors amending or rescinding these resolutions or a further certification of the names and signatures of the officers authorized to sign on such account.

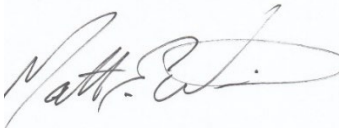
11. **Further Authorization for Organization.**

**RESOLVED:** That the appropriate officers of the Corporation (or any of them) shall be, and hereby are, authorized, empowered and directed to take all necessary or appropriate action, including the expenditure of funds, in order to fully and expeditiously complete the organization of the Corporation, and to qualify the Corporation as a tax-exempt organization as described as I.R.C. § 501(c)(3).

The Directors, by signing this consent, waive notice of the time, place, and purpose of the first meeting of the Board of Directors and agree to the transaction of business of the first meeting by written consent of the Directors in lieu of first meeting.

**DATED:** September 19, 2023

By:   
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Chris Pritsos  
Director

By:   
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Matthew Wilson  
Director



By:

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George Smith  
Director



By:

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Bret Hess  
Director



By:

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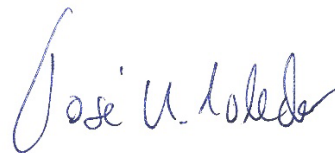
Richard Rhodes  
Director



By:

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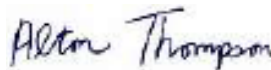
Steve Lommel  
Director



By:

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Jose Toledo  
Director



By:

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Alton Thompson  
Director



By:

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Gary Thompson  
Director



By:

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Jeanette Thurston  
Director