

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF TRIPAWDS FOUNDATION

A special meeting of the Board of Directors of Tripawds Foundation was held by conference telephone on February 2, 2014, at 12:30 p.m. The following directors were present: Jim Nelson, Rene Agredano, Ralph Kanz. A quorum for the transaction of business was present at all times.

The President called the meeting to order.

Previous Actions of Organizer

The President reported that the corporation's Certificate of Formation was filed by the organizer, Ralph Kanz, with the office of the Secretary of State of Texas on January 21, 2014. The Secretary was instructed to file a certified copy in the minute book.

Amending the Certificate of Formation

The Secretary reported that the Certificate of Formation would need to be amended in order to be compliant with the requirements under Section 501(c)(3) of the Internal Revenue Code. After circulating a copy of the proposed Amended and Restated Certificate of Formation, the directors unanimously approved the following resolution:

RESOLVED that the Secretary of this corporation is authorized and directed to file the proposed Amended and Restated Certificate of Formation with the Texas Secretary of State, a certified copy of which shall be filed in the corporate minute book.

Perfecting the Corporation

On motion duly made and seconded, the following resolutions relating to formation of the corporation were unanimously adopted:

1. Bylaws for the regulation of the affairs of this corporation, a copy of which is attached hereto, are adopted. The Secretary of this corporation is authorized and directed to execute a certificate of the adoption of the Bylaws and to cause the Bylaws, so certified, to be inserted in the minute book of this corporation.
2. Pursuant to Article III, Section 2, of the Bylaws, the authorized number of directors of this corporation shall be not less than three nor more than nine; within this range, the authorized number of directors is hereby fixed at three, until changed as provided in the Bylaws.
3. The principal office of this corporation shall be established and maintained at 240 Rainbow Dr., Suite #1406, Livingston, Texas 77399.

4. Meetings of the Board of Directors from time to time may be held at such principal office or elsewhere, as the Board of Directors shall from time to time order.

5. The President and the Secretary are each authorized to act as sole signatories on the corporation's financial account(s). Any checks on such accounts previously signed by such persons are ratified, approved, and confirmed.

6. The following individuals are appointed to hold the offices set forth opposite their names:

President – Jim Nelson
Secretary – Rene Agredano

7. The President and the Secretary are each authorized to sign contracts on behalf of the corporation.

Adoption and Implementation of Conflict of Interest Policy.

The next item on the agenda concerned the adoption of a conflict of interest policy for the corporation and the implementation of such a policy.

The Board reviewed a draft conflict of interest policy and discussed the need for the corporation to adopt such a policy. The directors unanimously approved the following resolution:

WHEREAS the Board has determined that it is in this corporation's best interest to have a conflict of interest policy that provides a procedure for managing potential conflicts of interest; and

WHEREAS the Board has reviewed and discussed the Conflict of Interest Policy distributed before the meeting to the directors and to be attached to the minutes of this meeting (the "Conflict of Interest Policy");

NOW, THEREFORE, IT IS RESOLVED that the Conflict of Interest Policy is hereby adopted as the official conflict of interest policy of this corporation, effective immediately, and the Secretary of this corporation is hereby authorized and directed to file or cause to be filed a copy of such policy in this corporation's minute book.

After adopting the Conflict of Interest Policy, the Board reviewed the Conflict of Interest Policy and further discussed how to implement the policy on an annual basis. The Board unanimously approved the following resolutions:

RESOLVED that the Conflict of Interest Policy and its continuing administration shall be reviewed annually by the Board;

FURTHER RESOLVED that this corporation's directors, officers, and staff are hereby directed to act in accordance with the provisions of the Conflict of Interest Policy;

FURTHER RESOLVED that the Board charges the Secretary with collecting an acknowledgment and financial interest disclosure statement from each person required to provide this information pursuant to the Conflict of Interest Policy, in the form attached to it; and

FURTHER RESOLVED that the officers of this corporation are hereby authorized and directed to take such other steps as the officers consider necessary or appropriate to implement the Conflict of Interest Policy and the foregoing resolutions, and that any actions already taken by this corporation's officers, staff, and agents in connection with the foregoing resolutions are hereby approved and ratified in all respects.

Approval of Transmissions By Electronic Written Consent

The Board next discussed the requirement in both the Bylaws of the corporation and the Texas Nonprofit Corporation Law that both directors and officers provide written consent to receiving electronic transmissions from the corporation relating to their roles as director and/or officer. Directors and Officers approved Consent to Verify Electronic Transmissions for communication as dictated in Tripawds Foundation Bylaws.

Tax Returns

The next item on the agenda was the delegation of responsibility for preparing and filing tax returns on behalf of the corporation. After discussion, the directors unanimously approved the following resolution:

RESOLVED that the officers of this corporation are authorized and directed to either delegate responsibility among themselves for the annual filing of the Form 990 information return with the Internal Revenue Service, or review proposals from accounting firms, to prepare its tax returns for the year ending December 31, 2014 and future years.

RESOLVED that the officers of this corporation are authorized and directed, on behalf of this corporation, to take all such further actions as they may deem necessary or advisable to implement fully each and all of the resolutions adopted at this meeting, and any such actions heretofore taken by any of such officers to such ends are ratified, approved, and confirmed.

After discussion, the Board agreed that the next meeting will take place at a time to be determined by the board.

There being no further business to come before the meeting, the meeting was unanimously adjourned.

Respectfully submitted,



Rene Agredano, Secretary