

CEREBELLUM NETWORK INC

ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

Date: February 8, 2024

In accordance with Section 141(f) of the Delaware General Corporation Law and the Bylaws of Cerebellum Network Inc, a Delaware corporation (the “Company”), the undersigned, constituting all of the members of the Company’s Board of Directors (the “Board”), hereby take the following actions and adopt the following resolutions by unanimous written consent without a meeting:

1. Incorporator

RESOLVED: That every action taken or authorized with respect to the Company by the Incorporator of the Company is ratified and the Incorporator is hereby discharged from any further liabilities or duties with respect to the Company and the Company further agrees to indemnify and hold harmless the Incorporator from any liability incurred in the past or the future with respect to organizing the Company.

2. Minute Book

RESOLVED: That the Company shall maintain as part of its corporate records a book, in electronic or physical form, entitled “Minute Book” which shall include, but not be limited to, (i) a record of its Certificate of Incorporation and amendments thereto, (ii) its Bylaws and amendments thereto, and (iii) minutes of all meetings of its directors and of its stockholders with the time and place of holding, whether regular or special (and if special how authorized), the notice thereof given, the number of shares present or represented at stockholders’ meetings, and the proceedings of the meetings.

3. Election of Officers

RESOLVED: That the following persons are elected as officers of the Company to the offices set forth opposite their respective names, to serve at the pleasure of the Board of Directors:

Title	Name
Chief Executive Officer & President	Fred Jin
Board member 2	Brad Bao

4. Officers

RESOLVED: That the Chief Executive Officer is authorized to sign and deliver any agreement in the name of the Company and to otherwise obligate the Company in any respect relating to matters of the business of the Company, and to delegate such authority in his or her discretion, within budgets approved by the Board of Directors of the Company.

5. Uncertificated Stock; Notices

RESOLVED: That the shares of the Company shall be uncertificated, provided that the Company may issue certificated shares for some or all of any or all classes or series of its stock if deemed advisable and in the best interests of the Company by the officers, in consultation with legal counsel. **RESOLVED FURTHER:** That the officers are authorized and directed to send a written notice to record owners of shares of uncertificated stock in accordance with the General Corporation Law of Delaware substantially in the form provided herewith to the Board of Directors with such changes deemed necessary or advisable by the officers, in consultation with legal counsel.

6. Sale and Issuance of Stock

RESOLVED: That the officers are authorized to sell and issue on behalf of the Company the shares of stock as set forth in Exhibit A (the "Shares") to the purchasers listed therein (the "Purchasers") in the amounts and subject to the vesting provisions specified opposite the Purchaser's name, at the price per share as set forth in Exhibit A, which the Board of Directors determines to be the fair value of such Shares as of the date hereof, and in exchange for the consideration set forth in Exhibit A, which the Board of Directors determines to have a value at least equal to the fair value of the Shares.

RESOLVED FURTHER: That each stock sale authorized in the above resolution shall be made pursuant to a Restricted Stock Purchase Agreement substantially in the form provided herewith to the Board of Directors with such changes deemed necessary or advisable by the officers, in consultation with legal counsel.

RESOLVED FURTHER: That, upon the Company's receipt of a fully executed Restricted Stock Purchase Agreement and the consideration provided for therein, the Company is authorized and directed to issue a written notice of issuance with respect to the Shares.

RESOLVED FURTHER: That it is desirable and in the best interest of the Company that its securities be qualified or registered for sale in various states; the President or any Vice President and the Secretary or any Assistant Secretary are hereby authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or part of the

securities of the Company as said officers may deem advisable; they are authorized to perform any acts necessary to comply with the laws of any such states, including executing and filing all requisite papers and documents.

RESOLVED FURTHER: That the stock sales authorized in these resolutions shall be conducted in such a manner as to qualify for the exemption from any applicable state requirements regarding the registration of the sale of securities.

RESOLVED FURTHER: That the officers and their designees or agents are authorized to perform any acts deemed necessary to comply with any applicable state laws, including executing and filing all requisite papers and documents.

7. Employer Identification Number

RESOLVED: That the officers are directed to apply for an employer identification number on IRS Form SS-4, unless previously done by the Incorporator.

8. Fiscal Year

RESOLVED: That the fiscal year of the Company shall end on December 31 of each year.

9. Incorporation Expenses

RESOLVED: That officers are authorized to pay expenses of incorporation, organization, and formation. The Company elects to deduct current organizational expenses to the maximum extent provided by the IRS Code, amortizing the balance over 180 months starting the month the Company begins business.

10. Withholding Taxes

RESOLVED: That officers are directed to consult with the bookkeeper, auditors, and attorneys to ensure all withholding taxes are collected and paid promptly.

11. Qualification to Do Business

RESOLVED: That officers are authorized to take necessary steps to qualify the Company to do business as a foreign corporation in necessary or appropriate states.

12. Management of Fiscal Affairs

RESOLVED: That officers are authorized to select and designate financial institutions for Company funds, open and maintain accounts, and execute necessary banking resolutions.

13. Ratification

RESOLVED: That all actions previously taken by incorporator, officers, and directors regarding the matters in the foregoing resolutions are ratified and confirmed.

14. Omnibus Resolution

RESOLVED: That officers are empowered to take actions and execute documents necessary to carry out the intent of the foregoing resolutions, with such actions and documents being evidence of the Board's approval.

This concludes the key resolutions adopted by the Board of Directors of Cerebellum Network Inc on February 8, 2024, through unanimous written consent, detailing corporate governance, financial management, and operational authorizations.

Fred Jin

Francois Granade

Brad Bao

Fred Jin

François Granade

Brad Bao

EXHIBIT A: INITIAL STOCK ISSUANCE TABLE

- **Name and Address:** Fred Jin
- **Shares:** 7,500,000 shares of Common Stock
- **Price Per Share:** \$0.00001
- **Form of Consideration:** Cash, IP, and other assets valued at at least \$75.00
- **Vesting Terms:** 5,000,000 of the shares are subject to vesting. A 1/36th portion of the Vesting Shares will be released from the Repurchase Option monthly, until fully vested. Vesting accelerates 100% upon certain conditions.

This exhibit details the initial issuance of stock to Fred Jin, including the number of shares, price, form of consideration, and specific vesting conditions.