

**TRANSCEND MEDIA, INC.**  
**ACTION BY UNANIMOUS WRITTEN CONSENT**  
**OF THE BOARD OF DIRECTORS**

August 16, 2022

In accordance with Section 141(f) of the Delaware General Corporation Law and the Bylaws of Transcend Media, 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:

<b><u>Title</u></b>	<b><u>Name</u></b>
Chief Executive Officer	Marwan Refaat
President	Marwan Refaat
Chief Financial Officer	Marwan Refaat
Treasurer	Marwan Refaat
Secretary	Marwan Refaat

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; that the President or any Vice President and the Secretary or any Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of the Company as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of the Company any and all such acts as they deem necessary or advisable in order to comply with the applicable laws of

any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority from the Company and the approval and ratification by the Company of the papers and documents so executed and the action so taken.

**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 registration of the sale of securities.

**RESOLVED FURTHER:** That the officers and their designees or agents are hereby authorized to perform on behalf of the Company any and all such acts as they deem necessary or advisable in order to comply with any applicable state laws, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process.

**7. Employer Identification Number**

**RESOLVED:** That the officers are directed to apply for an employer identification number on IRS Form SS-4, unless the Incorporator of the Company has previously made such application.

**8. Fiscal Year**

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

**9. Incorporation Expenses**

**RESOLVED:** That the officers are authorized and directed to pay the expenses of incorporation and organization of the Company and the expenses incurred in the formation of the Company.

**RESOLVED FURTHER:** That the Company elects to deduct currently its organizational expenses, as that term is defined by Section 248 of the Internal Revenue Code of 1986, as amended (the “**Code**”), to the maximum extent provided in Section 248 of the Code and to amortize the balance of its organizational expenses over a period of one hundred eighty (180) months beginning with the month in which the Company begins business; and that the officers are authorized and directed to take such action as necessary to effectuate this election.

**10. Withholding Taxes**

**RESOLVED:** That the officers are authorized and directed to consult with the bookkeeper, auditors and attorneys of the Company in order to be fully informed as to, and

to collect and pay promptly when due, all withholding taxes for which the Company may now be (or hereafter become) liable.

**11. Qualification to Do Business**

**RESOLVED:** That the officers are authorized to take any and all steps that they deem to be necessary to qualify the Company to do business as a foreign corporation in each state that the officers determine such qualification to be necessary or appropriate.

**12. Management of Fiscal Affairs**

**RESOLVED:** That the officers of the Company are authorized and directed, in their discretion, to select and designate a bank or other financial institution as a depository of funds of the Company, and that the proper officers are authorized to open and maintain, in the name of the Company, a checking, savings, safe deposit, payroll or other account or accounts with said depository.

**RESOLVED FURTHER:** That the standard form of corporate banking resolutions of such bank(s) necessary to accomplish the foregoing resolution and showing the persons authorized to draw on such account, are approved and adopted as the resolutions of this Board of Directors, and the officers are authorized to execute, certify, and deliver a copy thereof to said bank (or banks) as the resolutions of this Company.

**13. Ratification**

**RESOLVED:** That all actions taken heretofore by the incorporator, officers and directors with respect to all matters contemplated by the foregoing resolutions and the transactions contemplated thereby are hereby approved, adopted, ratified and confirmed.

**14. Omnibus Resolution**

**RESOLVED:** That each of the officers is authorized and empowered to take all such actions (including, without limitation, soliciting appropriate consents or waivers from stockholders) and to execute and deliver all such documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions and to effect any transactions contemplated thereby and the performance of any such actions and the execution and delivery of any such documents shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

*[Signature Page Follows]*

In accordance with the Company's Bylaws, this action may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same action.

Marwan Refaat

E-signed using Clerky (8f2affb9a32849dd6cded891367e439e)

*Marwan Refaat*

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Date: August 16, 2022

EXHIBIT A

**INITIAL STOCK ISSUANCE TABLE**

<b>Name and Address</b>	<b>Shares and Price</b>	<b>Form of Consideration</b>	<b>Vesting Terms</b>
Marwan Refaat	8,000,000 shares of Common Stock at \$0.00001 per share	Cash, IP and other assets having a value of at least \$80.00	<p>8,000,000 of the shares of Common Stock are subject to vesting.</p> <p>Stock Purchase Agreement Vesting Provision: 1/4th of the Vesting Shares shall be released from the Repurchase Option on the 12-month anniversary of the Vesting Commencement Date (as defined below), and an additional 1/48th of the Vesting Shares shall be released from the Repurchase Option on the corresponding day of each month thereafter (and if there is no corresponding day, the last day of the month), until all Vesting Shares are released from the Repurchase Option. The Vesting Commencement Date is the date of this Agreement.</p> <p>Additionally, 100% of the unvested Vesting Shares shall vest on a double-trigger basis.</p>