DAO, Unincorporated Nonprofit Association, a Delaware entity, and

DAOLABS, proposed DAO Entities

ACTION BY SNAPSHOT CONSENT OF THE MEMBERS OF THE DAO

the undersigned, constituting the members hereby adopt the following resolutions via Snapshot:

***Ratification of Actions of the Service Provider***

**RESOLVED**: That every action that has been taken or authorized with respect to the DAO by the Service Provider including, but not limited to, the appointment of the authorize member, and their affiliates, together (“Service Provider”) filing of the Guiding Principles of the DAO, filing the DAO’s EIN, and the establishment of affiliate for-profit entities are ratified.

**RESOLVED FURTHER**: That Benjamin Reed is appointed to serve as the DAO authorized DAO member, to serve until his respective successor is duly elected and qualified.

**RESOLVED:** That the following persons are elected as authorize member and agent of the DAO set forth opposite their respective names, to serve until their respective successors are duly elected and qualified or until any such member’s earlier resignation or removal:

| Authorized member, agent | : | Benjamin Reed |
| --- | --- | --- |

**RESOLVED FURTHER**: That the authorized member of the DAO in consultation with legal counsel are authorized and directed to execute, verify and file all documents, and to take whatever actions, that are necessary or advisable to comply with all state and federal securities laws.

***Indemnification Agreements***

**RESOLVED**: That the members determines that it is in the best interest of the DAO to enter into indemnification agreements with its current and future Service Provider, the authorized members, and agents in substantially the form attached hereto as **Exhibit B**.

**RESOLVED FURTHER**:That the DAO is authorized to execute and deliver an indemnification agreement with each individual and with all future authorized members, of the DAO.

**RESOLVED FURTHER**:That the authorized member are authorized to make modifications to such agreements in order to comply with applicable law.

***Management of Fiscal Affairs***

**RESOLVED**: That Service Provider and authorized member (together “Service Provider”) are authorized to:

* designate one or more banks or similar financial institutions as depositories of the funds of the DAO, DAOLABS (together “DAO Entities”);
* open, maintain and close general and special accounts with any such depositories;
* cause to be deposited from time to time in such accounts, funds of the DAO Entities as they deem necessary or advisable, and to designate, or to change or revoke the designation of, the officers or agents of the DAO Entities authorized to make such deposits and to endorse checks, drafts and other instruments for deposit;
* designate, or to change or revoke the designation of, the Service Provider or agents of the DAO Entities authorized to sign or countersign checks, drafts or other orders for the payment of money of the DAO Entities against any funds deposited in any of such accounts;
* authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures; and
* make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable, and to complete, execute and certify any customary printed blank signature card forms in order to exercise conveniently the authority granted by this resolution, and any resolutions printed on such cards are deemed adopted as a part of this resolution.

**RESOLVED FURTHER**: That all form resolutions required by any such depository are adopted, and that the Service Provider, and agents are authorized to certify such resolutions as having been adopted by this action by member vote.

**RESOLVED FURTHER**: That any such depository to which a certified copy of these resolutions has been delivered by the authorized member is authorized and entitled to rely upon such resolutions for all purposes until it receives written notice of the revocation or amendment of these resolutions.

***Expenses of Incorporation and Organization***

**RESOLVED**: That the Service Provider are authorized to pay and reimburse the expenses of incorporation and organization of the DAO Entities, and their affiliate, including without limitation expenses incurred prior to the incorporation of the DAO Entities.

**RESOLVED FURTHER**: That the authorized members are authorized to determine whether to elect to apply Section 248(a) of the Internal Revenue Code with respect to any organizational expenditures.

***Withholding Taxes***

**RESOLVED**:That the Service Provider is authorized to consult with its bookkeepers, auditors and attorneys in order to be fully informed as to, and to collect and pay promptly when due, all withholding taxes for which the DAO Entities may now be (or hereafter become) liable.

***Accounting Year***

**RESOLVED**: That the accounting year of the Company will end on December 31st of each year.

***Principal Executive Office***

**RESOLVED**: That the principal office of the DAO Entities be established and maintained at 601 Brickell Key Drive, Ste. 701, Miami, FL 33131.

***Qualifications to do Business***

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

***Employer Tax Identification Number***

**RESOLVED:** That the Service Provider are authorized to apply for a federal employer identification number on Form SS-4.

**RESOLVED FURTHER:** That the Service Provider are authorized to direct the responsible attorneys, paralegals and corporate assistants of the Law Office of Reed Yurchak, counsel for the Company, to submit on behalf of the Company, an online application for a federal employer identification number on Form SS-4.

**RESOLVED FURTHER:** That the Service Provider are authorized and directed to solicit the consent of the members to the adoption of the Plan and to file the appropriate notices with the applicable state and federal securities authorities in connection with the issuance of options, at such time as such actions may be necessary or advisable in order to comply with applicable law.

*Omnibus Resolutions*

**RESOLVED:** That the Service Provider be, and each of them hereby is, authorized and empowered to take any and all such further action, to execute and deliver any and all such further agreements, instruments, documents and certificates and to pay such expenses, in the name and on behalf of the DAO Entities, or such officer, as any such officer may deem necessary or advisable to effectuate the purposes and intent of the resolutions hereby adopted, the taking of such actions, the execution and delivery of such agreements, instruments, documents and certificates and the payment of such expenses by any such officer to be conclusive evidence of his or her authorization hereunder and the approval thereof.

**RESOLVED FURTHER:** That any and all actions taken by the Service Provider to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, ratified and confirmed.

(*signature page follows*)

This action by the DAO member by Snapshot vote shall be effective as of the date the DAO Entities receives the consent of the DAO at the end of the Snapshot vote. This action by the DAO members consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used. This action by the DAO members shall be filed with the next Snapshot vote of the DAO Entities.

Date: August 8, 2022

Service Provider

**Exhibit B**

**Form of Indemnification Agreement**