

**ACTION BY JOINT WRITTEN CONSENT
OF THE MEMBERS AND MANAGERS OF
EVERY MEDIA LLC**

Effective as of June 15, 2020

THE UNDERSIGNED, being all of the members of the Board of Managers (the “**Board**”) of Every Media LLC, a Delaware limited liability company (the “**Company**”), as well as all of the Members of the Company (the “**Members**”), in accordance with the authority contained in the Limited Liability Company Act of the State of Delaware (the “**Act**”) and the Operating Agreement of the Company dated as of May 26, 2020 (the “**Operating Agreement**”), do hereby consent to and adopt the following resolutions and approve the taking of all actions contemplated thereby, with the same force and effect as if such resolutions were adopted at a duly called meeting of the Board and Members held on the date written above:

CONVERSION TO DELAWARE CORPORATION

WHEREAS, the Board and Members have determined that it is in the Company’s best interests to convert the Company to a corporation incorporated under the laws of the State of Delaware known as Every Media Inc. (the “**Corporation**”) and to continue the business of the Company through such newly incorporated corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Members and Managers hereby authorize and approve the conversion of the Company to the Corporation; and it is further

RESOLVED, that the Certificate of Conversion in substantially the form attached hereto as **Exhibit A** (the “**Certificate of Conversion**”) is hereby adopted and approved, and that the officers of the Company (the “**Officers**”) be, and hereby are, authorized, empowered, and directed to prepare and execute the Certificate of Conversion and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all other acts and things whatsoever, whether within or without the State of Delaware, which they shall determine to be necessary or appropriate to effect said Certificate of Conversion, and as of the effectiveness of filing of such Certificate of Conversion, the undersigned agrees that the Operating Agreement is hereby terminated and of no further force and effect; and it is further

RESOLVED, that the Plan of Conversion, in substantially the form attached hereto as **Exhibit B**, is hereby adopted and approved.

CERTIFICATE OF INCORPORATION

RESOLVED, that the Certificate of Incorporation of the Corporation, in substantially the form attached hereto as **Exhibit C** (the “**Certificate of Incorporation**”), is hereby adopted and approved, and that the Officers are hereby authorized, empowered, and directed to prepare and execute the Certificate of Incorporation and to cause the same to be filed with the Secretary of State of the State of Delaware; and it is further

RESOLVED, that in accordance with Sections 101 and 103 the Delaware General Corporation Law, the Officers be, and hereby are, authorized, empowered, and directed to file

such Certificate of Incorporation with the Secretary of State of the State of Delaware, and a certified copy of the Certificate of Incorporation shall be inserted into the minute book of the Corporation.

GENERAL AUTHORITY

RESOLVED, that the Officers are hereby authorized to execute such other instruments and documents, and do any and all other acts necessary or appropriate to effectuate the purposes of these resolutions, and that any and all actions heretofore done and any and all agreements, instruments and documents heretofore executed in connection with the transactions contemplated by these resolutions or to effectuate the purposes of these resolutions, are hereby, in all respects, ratified and confirmed; and it is further

RESOLVED, that the signing by any of the Officers of any of the documents or instruments referred to in or contemplated by the foregoing resolutions or the taking by them of any actions to carry out the foregoing shall conclusively establish (i) such officer's determination of the propriety and the necessity, appropriateness or advisability of such documents or instruments and the actions contemplated thereby and (ii) such officer's approval of the form of any such documents or instruments signed by him or her; and it is further

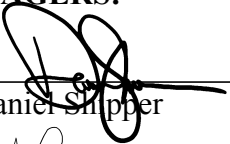
RESOLVED, that this Joint Written Consent may be executed in one or more counterparts. The appropriate officer of the Company is hereby directed to file a signed copy of this Joint Written Consent in the minute book of the Company.

[Remainder of Page Left Intentionally Blank]


[Signatures on Next Page]

IN WITNESS WHEREOF, the undersigned, constituting all of the Members of the Company and all of the Managers of the Company, have executed this Joint Written Consent effective as of the date first set forth above.

MANAGERS:




W. Daniel Shipper



Nathan Bashaw

MEMBERS:



W. Daniel Shipper



Nathan Bashaw

EXHIBIT A

CERTIFICATE OF CONVERSION

EXHIBIT B

PLAN OF CONVERSION

EXHIBIT C

CERTIFICATE OF INCORPORATION