

EVERY MEDIA INC.

CONSENT OF SOLE INCORPORATOR

The undersigned, being the sole incorporator of Every Media Inc., a Delaware corporation (the “**Company**”), pursuant to Section 108 of the General Corporation Law of the State of Delaware (the “**DGCL**”), DOES HEREBY CONSENT to the adoption of, and DOES HEREBY ADOPT, the following resolutions:

CERTIFICATE OF INCORPORATION

RESOLVED, that the Certificate of Incorporation of the Company, in the form attached hereto as **Exhibit A**, be and it hereby is accepted, and that the Company proceed to do business thereunder.

ADOPTION OF BYLAWS

RESOLVED, that the Bylaws, in the form attached attached hereto as **Exhibit B**, be and they are hereby adopted as the Bylaws of the Company, and that the Secretary of the Company be and he is hereby instructed to cause the same to be inserted in the Minute Book of the Company.

ELECTION OF DIRECTORS


RESOLVED, that the following named persons be and hereby are elected as the directors of the Company to hold office as provided in the Bylaws:

W. Daniel Shipper
Nathan Bashaw

FURTHER RESOLVED, that until further resolution of the Board of Directors of the Company, the number of directors of the Company who constitute the whole Board shall be set at two (2).

[Signature page follows]

IN WITNESS WHEREOF, I have executed this Consent of Sole Incorporator as of the 15th day of June, 2020.



W. Daniel Shipper
Sole Incorporator

[Signature Page to Consent of Sole Incorporator]

Exhibit A

Certificate of Incorporation

(See Attached)

Exhibit B

Bylaws

(See Attached)