

RESOLUTION TO APPOINT DAO MANAGER

THIS RESOLUTION IS ADOPTED BY by the members of **Hifi DAO** (the "DAO"), a Decentralized Autonomous Organization operating on the **Ethereum** blockchain.

WHEREAS the DAO recognizes the need to perform certain off-chain activities that cannot be executed via smart contracts on the blockchain, such as signing tax returns, opening bank accounts, and entering into legal agreements;

WHEREAS, the DAO members have identified **Doug Leonard** (the "DAO Manager") as a suitable individual to act on behalf of the DAO for these off-chain activities;

WHEREAS, the DAO governance mechanism has approved the appointment of the DAO Manager through a vote conducted in accordance with its established procedures;

NOW, THEREFORE, BE IT RESOLVED that:

1. APPOINTMENT OF A DAO MANAGER

1.1. **Doug Leonard** is hereby appointed as the DAO Manager, authorized to act on behalf of the DAO for specified off-chain activities effective **[Effective Date]**.

2. SCOPE OF AUTHORITY

2.1. The DAO Manager is granted the authority to perform the following actions on behalf of the DAO:

a) Legal Representation.

i) Sign and submit tax returns and other official documents required by governmental agencies.

ii) Represent the DAO in legal matters, including retaining and liaising with legal counsel.

iii) Delegate specific duties and powers to another individual through a power of attorney or similar instrument.

b) Financial Activities.

i) Open, manage, and close bank accounts in the name of the DAO.

ii) Conduct financial transactions necessary for the DAO's operations.

c) Contractual Agreements.

i) Enter into contracts, agreements, and legally binding documents essential for achieving the DAO's objectives.

d) **Administrative Duties.**

i) Liaise with regulatory bodies and ensure compliance with reporting and regulatory requirements.

ii) Perform other administrative tasks as directed by the DAO through its governance processes.

3. LIMITATIONS AND CONDITIONS

3.1. The DAO Manager shall:

a) Act in accordance with the decisions and directives issued through the DAO's governance mechanisms.

b) Seek prior approval from the DAO members for any actions outside the specified scope of authority.

c) Comply with all applicable laws and regulations in the execution of duties.

4. DURATION AND TERMINATION

4.1. The authority granted to the DAO Manager shall remain in effect until:

a) Revoked by a vote of the DAO members as per the DAO's governance procedures.

b) The DAO Manager resigns or is otherwise unable to fulfill the responsibilities assigned.

5. ACCEPTANCE OF APPOINTMENT

5.1. **Doug Leonard** hereby accepts the appointment as DAO Manager and agrees to adhere to the terms and conditions outlined in this Resolution.

6. GOVERNING LAW

6.1. This Resolution shall be governed by and construed in accordance with the laws of Delaware.

7. SEVERABILITY

7.1. If any provision of this Resolution is deemed invalid or unenforceable, the remaining provisions shall continue in full force and effect.

BE IT FURTHER RESOLVED that this Resolution and the appointment of the DAO Manager are effective immediately upon the date hereof and shall be duly recorded in the records of the DAO.

[confirmation page follows immediately]

CONFIRMATION PAGE

DATE OF DAO APPROVAL:

TRANSACTION HASH:

DAO MANAGER:

SIGNATURE:

NAME: Doug Leonard

DATE: