

# **INITIAL BOARD RESOLUTIONS AND ACTION BY WRITTEN CONSENT**

## **OF POLAR DYNAMICS ROBOTICS, INC.**

### **A Delaware Corporation**

The undersigned, being all of the members of the Board of Directors (the "Board") of Polar Dynamics Robotics, Inc., a Delaware corporation (the "Corporation"), hereby adopt the following resolutions by unanimous written consent pursuant to Section 141(f) of the Delaware General Corporation Law, effective as of March 15, 2018:

### **ORGANIZATIONAL MATTERS**

WHEREAS, the Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on March 15, 2018; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to take certain organizational actions;

NOW, THEREFORE, BE IT RESOLVED:

#### **1. ADOPTION OF BYLAWS**

RESOLVED, that the Bylaws presented to the Board are hereby adopted as the Bylaws of the Corporation ("Bylaws"), and the Secretary is directed to execute a certificate of adoption of such Bylaws and to insert them in the Corporation's minute book.

#### **2. ELECTION OF OFFICERS**

RESOLVED, that the following persons are hereby elected to serve as officers of the Corporation, to hold office until their successors are duly elected and qualified:

- Chief Executive Officer and President: Dr. Elena Frost
- Chief Technology Officer: Marcus Chen
- Chief Operating Officer: Sarah Nordstrom
- Chief Financial Officer: Katherine Wells
- Chief Robotics Officer: Dr. James Barrett

- Secretary: Katherine Wells

### **3. PRINCIPAL OFFICE**

RESOLVED, that the principal office of the Corporation shall be established and maintained at 2850 Frost Innovation Drive, Wilmington, Delaware 19801.

### **4. STOCK CERTIFICATES**

RESOLVED, that the form of stock certificate presented to the Board is hereby approved and adopted as the form of certificate representing shares of the Corporation's capital stock.

### **5. CORPORATE BANKING**

RESOLVED, that the Corporation shall establish banking relationships with Silicon Valley Bank and that the Chief Executive Officer and Chief Financial Officer are authorized to:

- (a) Designate one or more banks or similar financial institutions as depositories of the Corporation's funds;
- (b) Open, maintain, and close accounts at any such depositories;
- (c) Execute and deliver any documents required by such depositories;
- (d) Designate officers or agents authorized to sign checks, drafts, or other orders for payment.

### **6. FISCAL YEAR**

RESOLVED, that the fiscal year of the Corporation shall end on December 31 of each year.

### **7. STOCK PLAN**

RESOLVED, that the 2018 Stock Incentive Plan (the "Plan") presented to the Board is hereby approved and adopted, reserving 2,000,000 shares of Common Stock for issuance thereunder.

### **8. INDEMNIFICATION AGREEMENTS**

RESOLVED, that the Corporation is authorized to enter into Indemnification Agreements with its directors and officers in substantially the form presented to the Board.

### **9. QUALIFICATION TO DO BUSINESS**

RESOLVED, that the officers of the Corporation are authorized to qualify the Corporation to do business in such jurisdictions as they deem necessary or appropriate.

## **10. RATIFICATION**

RESOLVED, that all actions taken by the incorporator and the initial directors of the Corporation in connection with its organization are hereby ratified and approved.

## **GENERAL AUTHORIZATION**

RESOLVED, that the officers of the Corporation are authorized and directed to take such actions and execute such documents as they may deem necessary or appropriate to implement the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Corporation, have executed this Action by Written Consent as of the date first written above.

DIRECTORS:

Dr. Elena Frost

Marcus Chen

Sarah Nordstrom

Dr. James Barrett

Katherine Wells

[CORPORATE SEAL]

ATTEST:

Katherine Wells, Secretary