

# **INITIAL BOARD RESOLUTIONS AND WRITTEN CONSENTS**

## **SUMMIT DIGITAL SOLUTIONS, INC.**

**(A Delaware Corporation)**

WHEREAS, the initial Board of Directors (the "Board") of Summit Digital Solutions, Inc., a Delaware corporation (the "Corporation"), acting pursuant to the Delaware General Corporation Law and the Corporation's Certificate of Incorporation and Bylaws, hereby adopts the following resolutions by unanimous written consent:

### **ARTICLE I - ORGANIZATIONAL MATTERS**

#### **Section 1.1 - Incorporation**

RESOLVED, that the actions of the incorporator in filing the Certificate of Incorporation with the Secretary of State of Delaware on March 15, 2016, are hereby ratified and approved in all respects.

#### **Section 1.2 - Bylaws**

RESOLVED, that the Bylaws presented to the Board are hereby adopted as the Bylaws of the Corporation and the Secretary is directed to insert a copy thereof in the minute book of the Corporation.

#### **Section 1.3 - Corporate Seal**

RESOLVED, that the corporate seal containing the name of the Corporation and the words "Corporate Seal Delaware" is hereby adopted as the corporate seal of the Corporation.

### **ARTICLE II - STOCK ISSUANCE**

#### **Section 2.1 - Authorization of Stock Issuance**

RESOLVED, that the Corporation is hereby authorized to issue and sell shares of its Common Stock, par value \$0.001 per share, to the following individuals in the amounts set forth opposite their respective names, at a purchase price of \$0.001 per share:

- Dr. Alexandra Reeves: 4,000,000 shares
- Michael Chang: 2,000,000 shares
- Sarah Blackwell: 2,000,000 shares
- Initial Investors: 2,000,000 shares (allocated per subscription agreements)

### **Section 2.2 - Stock Certificates**

RESOLVED, that the officers of the Corporation are authorized to issue appropriate stock certificates representing such shares upon receipt of payment therefor.

## **ARTICLE III - OFFICERS AND MANAGEMENT**

### **Section 3.1 - Election of Officers**

RESOLVED, that the following persons are elected to the offices set forth opposite their respective names, to serve until their successors are duly elected and qualified:

- Chief Executive Officer: Dr. Alexandra Reeves
- Chief Technology Officer: Michael Chang
- Chief Operating Officer: Sarah Blackwell
- Chief Digital Officer: James Henderson
- Chief Innovation Officer: Dr. Robert Martinez
- Secretary: Sarah Blackwell

### **Section 3.2 - Compensation**

RESOLVED, that the compensation arrangements for officers and key employees as presented to the Board are hereby approved.

## **ARTICLE IV - OPERATIONAL MATTERS**

### **Section 4.1 - Principal Office**

RESOLVED, that the principal office of the Corporation shall be located at 1750 Innovation Drive, Suite 400, Wilmington, Delaware 19801.

### **Section 4.2 - Bank Accounts**

RESOLVED, that the Corporation shall establish banking relationships with Silicon Valley Bank and that any two officers are authorized to:

- (a) Open and maintain accounts
- (b) Execute banking resolutions
- (c) Sign checks and make withdrawals
- (d) Enter into agreements for corporate credit cards

### **Section 4.3 - Fiscal Year**

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

## **ARTICLE V - GENERAL AUTHORIZATIONS**

### **Section 5.1 - Further Actions**

RESOLVED, that the officers of the Corporation are authorized and directed to:

- (a) Make such filings and applications as necessary with federal and state authorities
- (b) Execute such documents and take such actions as they deem necessary or appropriate to implement these resolutions
- (c) Pay all fees and expenses necessary to effectuate the foregoing resolutions

IN WITNESS WHEREOF, the undersigned, being all the directors of the Corporation, have executed this Written Consent as of March 15, 2016.

DIRECTORS:

Dr. Alexandra Reeves

Michael Chang

Sarah Blackwell

James Henderson

Dr. Robert Martinez