

INITIAL BOARD RESOLUTIONS - MARCH 20, 2018

INITIAL BOARD RESOLUTIONS

NAVIFLOOR ROBOTICS, INC.

(A Delaware Corporation)

March 20, 2018

WHEREAS, the Certificate of Incorporation of NaviFloor Robotics, Inc. (the "Corporation") was filed with the Secretary of State of Delaware on March 1, 2018; and

WHEREAS, the initial directors of the Corporation, being Dr. Sarah Chen, M

Depth, and Richard Torres (collectively, the "Initial Directors"), desire to adopt certain resolutions to complete the organization of the Corporation and provide for its initial operations.

NOW, THEREFORE, BE IT RESOLVED, that the following resolutions are adopted:

ARTICLE I - BYLAWS

RESOLVED, that the bylaws presented to the Initial Directors are hereby adopted as the bylaws of the Corporation ("Bylaws"), and the Secretary is directed to insert a copy thereof in the minute book of the Corporation.

ARTICLE II - OFFICERS

RESOLVED, that the following persons are hereby elected to serve as officers

the Corporation, to serve until their successors are duly elected and qualified

-

Chief Executive Officer: Dr. Sarah Chen

-

Chief Technology Officer: Marcus Depth

-

Chief Operating Officer: Richard Torres

-

Secretary: Richard Torres

ARTICLE III - PRINCIPAL OFFICE

RESOLVED, that the principal office of the Corporation shall be located at 2
Innovation Drive, Suite 400, Wilmington, Delaware 19801.

ARTICLE IV - STOCK CERTIFICATES

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

ARTICLE V - BANKING RESOLUTIONS

RESOLVED, that the Corporation shall establish banking relationships with Silicon Valley Bank and First Republic Bank (the "Banks");

FURTHER RESOLVED, that the officers of the Corporation are authorized

-

Open and maintain accounts at the Banks;

-

Execute any documents required by the Banks;

-

Designate persons authorized to sign checks and withdraw funds;

-

Establish online banking access and controls.

ARTICLE VI - FISCAL YEAR

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

ARTICLE VII - STOCK PLAN

RESOLVED, that the 2018 Stock Incentive Plan (the "Plan") presented to the Initial Directors is hereby approved and adopted, reserving 2,000,000 shares

Common Stock for issuance thereunder.

ARTICLE VIII - INDEMNIFICATION

RESOLVED, that the Corporation shall enter into its standard form of Indemnification Agreement with each of its directors and officers.

ARTICLE IX - 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.

ARTICLE X - CORPORATE ACTIONS

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

-

File for necessary business licenses and permits;

-

Apply for employer identification numbers;

-

Execute contracts necessary for initial operations;

-

Engage professional service providers including attorneys, accountants, and

ARTICLE XI - RATIFICATION

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

IN WITNESS WHEREOF, the undersigned, being all the directors of the Co
have executed these resolutions effective as of March 20, 2018.

DIRECTORS:

Dr. Sarah Chen

Marcus Depth

Richard Torres

SECRETARY'S CERTIFICATE

I, Richard Torres, hereby certify that I am the duly elected and acting Secretary of NaviFloor Robotics, Inc., and that the foregoing resolutions were adopted by the Board of Directors on March 20, 2018.

Richard Torres, Secretary

