

Snapshot Consent of the Members of the DAO

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DAO, an Unincorporated Nonprofit Association, a Delaware entity, and DAO-LABS, and other proposed DAO Entities

Definitions

Snapshot is a decentralized voting system which provides flexibility on voting power calculation, various voting types, the creation of proposals, and the off-chain verification of voters via the Ethereum blockchain, which enables easy to verify and hard to contest results enabling robust governance of unincorporated associations with large participation bases. Snapshot thereby enables diverse decentralized decision making, previously only possible through highly coordinated shareholder meetings, without any costs. The DAO and its affiliates entities use Snapshot in order to verify and calculate Membership consensus.

The undersigned, constituting the Members hereby adopt the following resolutions via Snapshot:

Ratification of Actions of the Service Providers

RESOLVED: The **Service Providers**, as defined by the Guiding Principals § 16¶¶ (a)-(d); specifically as dao-lawfirm.eth, Attorney Reed Yurchak of the Law Offices of Reed Yurchak, and forensic blockchain engineer tankbottoms.eth. Every action that has been taken, authorized, unauthorized, and with respect to the DAO by the **Service Providers** including, but not limited to, the transfer of Cryptocurrency to and from Gnosis Multi-Signature Wallets, externally owned wallets, Coinbase, Robinhood, and any other addresses, i.e. Uniswap, Matcha, OpenSea, etc, the appointment of the Authorized Member, and any of their affiliates, together (“**Service Providers**”), authorship of any documents, agreements, documents, the filing of the Guiding Principles, the registering of the DAO’s EIN, the establishment of any affiliates (such as any for-profit entities), including DAOLABS, Inc., DAOLABS LLC, Movement DAO, Peace DAO, and Treasury, are hereby ratified.

RESOLVED FURTHER: That **Benjamin Reed (benreed.eth)** is appointed to serve as the DAO’s **Authorized Member**, to serve until his respective successor is duly elected and qualified.

Election of Additional Authorized Members and their Agents

RESOLVED FURTHER: That **Benjamin Reed (benreed.eth)**, as well as any persons associated with the addresses below, are elected as **Authorized Members** and agents of the DAO, to serve until their respective successors

are duly elected and qualified or until any such Member's earlier resignation or removal:

Address

0x143cC0A996De329C1C5723Ee4F15D2a40c1203c6
0x752515a3a1091b9f1c04416cf79d1f14d2340085
0x5d95baebb8412ad827287240a5c281e3bb30d27e
0xf8042c55fe4dff9df82c0f8435fbc32fe60a69
0xE41188926607921763D25392475f1156AC5f9033
0x468f178672C86bFA02e5E1B0413C3ccf55A37409
0x550bd0F03580B9a687931af4d837F8e45D61d410
0xDbe76F6ae97dFD5bdd1D7DAD8972740d18aB2b57
0x746cf650d4E5431474E8D4E2d5B6Bbe53772b498
0xD2427c0e44D28Ea74c0504E072c6073d135569B2
0x8C00f41676Ce4670ae9FcBBF297a24736dc23cc3

RESOLVED FURTHER: That the **Authorized Members** in consultation with the Service Provider or any legal counsel are authorized and directed to execute, verify, and file all documents, and to take whatever actions, that are necessary or advisable to comply with all state and federal laws, or that are taken on behalf of the DAO or at the behest of other Members.

Execution of Agreements Generally

RESOLVED FURTHER: That the Members determine that it is in the best interest of the DAO to enter into indemnification agreements, independent consulting agreements, innovations and assignments agreements, or a number of other agreements (including offer letters, employee nondisclosure and assignment agreements, confidentiality agreements, mutual confidentiality agreements, confidential materials release forms, and independent contractor services agreements) (together, "Agreements") with its current and future Service Providers, the **Authorized Members**, and agents in substantially in the form respectively attached hereto as Exhibits A, B, C, and D.

RESOLVED FURTHER: That the DAO is authorized to execute and deliver Agreements with each individual and with all future **Authorized Members** of the DAO.

RESOLVED FURTHER: That the **Authorized Members** are authorized to make modifications to such Agreements in order to comply with applicable law.

Management of Fiscal Affairs Generally

RESOLVED FURTHER: That the **Service Providers** and **Authorized Members** (together "**Service Providers**") are authorized to:

- designate one or more banks or similar financial institutions as depositories of the funds of the **DAO, DAOLABS, TREASURY, PEACE DAO, MOVEMENT DAO and/or any other DAO affiliates** (together the “**DAO Entities**”);
- open, maintain and close general and special accounts with any such depositories;
- cause to be deposited from time to time in such accounts, funds of the DAO into the DAO Entities as they deem necessary or advisable, and to designate, or to change or revoke the designation of, the officers or agents of the DAO Entities authorized to make such deposits and to endorse checks, drafts and other instruments for deposit;
- designate, or to change or revoke the designation of, the **Service Provider** or agents of the DAO Entities authorized to sign or countersign checks, drafts or other orders for the payment of money of the DAO Entities against any funds deposited in any of such accounts;
- authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures; and
- make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable, and to complete, execute, and certify any customary printed blank signature card forms or online forms in order to exercise conveniently the authority granted by this resolution, and any resolutions printed on such cards or available in such online forms are deemed adopted as a part of this resolution.

RESOLVED FURTHER: That all form resolutions required by any such depository are adopted, and that the **Service Providers** and agents are authorized to certify such resolutions as having been adopted by this action by Member vote.

RESOLVED FURTHER: That any such depository to which a certified copy of these resolutions has been delivered by the **Authorized Member** is authorized and entitled to rely upon such resolutions for all purposes until it receives written notice of the revocation or amendment of these resolutions.

Expenses Related to the Incorporation and its Organization

RESOLVED FURTHER: That the **Service Providers** are authorized to pay and reimburse the expenses of incorporation and organization of the DAO Entities, and their affiliate, including without limitation expenses incurred prior to the incorporation of the DAO Entities.

RESOLVED FURTHER: That the **Authorized Members** are authorized to determine whether to elect to apply Section 248(a) of the Internal Revenue Code with respect to any organizational expenditures.

Withholding Taxes

RESOLVED FURTHER: That the **Service Providers** is authorized to consult with its bookkeepers, auditors and attorneys in order to be fully informed as to, and to collect and pay promptly when due, all withholding taxes for which the DAO Entities may now be (or hereafter become) liable.

Accounting Year

RESOLVED FURTHER: That the accounting year of the Company will end on December 31st of each year.

Qualifications to do Business

RESOLVED FURTHER: That the **Service Providers** are authorized to take any and all actions that they deem necessary or appropriate to qualify the DAO and its affiliate entities to do business as a foreign corporation in each state that the officers determine such a qualification to be necessary or appropriate.

Employer Tax Identification Number

RESOLVED FURTHER: That the **Service Providers** are authorized to apply for a federal employer identification number on Form SS-4.

RESOLVED FURTHER: That the **Service Providers** are authorized to direct the responsible attorneys, paralegals and corporate assistants of dao-lawfirm.eth or counsel for the DAO, to submit on behalf of the DAO, an online application for a federal employer identification number on Form SS-4.

RESOLVED FURTHER: That the **Service Providers** are authorized to prepare an equity incentive plan and agreement for the appropriate DAO affiliate entities, DAOLABS, and to file the appropriate notices with the applicable state and federal securities authorities in connection with the issuance of options, at such time as such actions may be necessary or advisable in order to comply with applicable law.

Omnibus Resolutions

RESOLVED FURTHER: That the **Service Providers** shall be, and hereby is, authorized and empowered to take any and all such further action, to execute and deliver any and all such further agreements, instruments, documents and certificates and to pay such expenses, in the name and on behalf of the DAO, any affiliate entities, or officer, as any such officer may deem necessary or advisable to effectuate the purposes and intent of the resolutions hereby adopted, the taking of such actions, the execution and delivery of such agreements, instruments, documents, and certificates. The payment of such expenses by any such officer or **Service Provider** shall be conclusive evidence of his or her authorization hereunder and the approval thereof.

RESOLVED FURTHER: That any and all actions taken by the **Service Providers** to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, ratified and confirmed by the DAO Members by way of Snapshot.

The Collective Snapshot Consent of the Members of the DAO or DAO Member Actions

This action by the DAO Members by Snapshot vote shall be effective as of the date the DAO receives the consent of the DAO at the end of the Snapshot vote. This action by the DAO Members consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile, Website, Ethereum blockchain signatures or other reliable verification and reproduction of this action by recorded and written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used. This action by the DAO Members shall be recorded with the next Snapshot vote of the DAO.

Authors

1. [0x30670D81E487c80b9EDc54370e6EaF943B6EAB39](#)
2. [0x5d95baEBB8412AD827287240A5c281E3bB30d27E](#)