

# EXHIBIT B

## MEMBER RESOLUTION

This MEMBER RESOLUTION (this "Resolution") is made and entered into by the undersigned Members of Vision BioBanc Holdings, LLC, a limited liability company organized pursuant to the laws of the Commonwealth of Puerto Rico ("VBB" or the "Company") via written consent in lieu of a meeting as of December 20, 2023 (the "Effective Date"). Capitalized terms not expressly defined herein shall have the meanings given them in the Company's Operating Agreement dated May 5, 2022 (the "Operating Agreement").

### WITNESSETH

WHEREAS, pursuant to Section 5.3 of the Operating Agreement, the Board of the Company is to be composed of five (5) 'Managers' who shall be elected annually by the Members (who are interchangeably referred to as 'Unitholders' in the Operating Agreement);

WHEREAS, pursuant to Section 3.4(a) of the Operating Agreement, the election of Managers and other matters may be decided by the Members holding the majority (i.e. greater than fifty (50%) percent) of the Company's Units;

WHEREAS, the undersigned Members hold the majority of the Company's issued Units, as set forth with respect to each in *Schedule 1* annexed hereto, and, pursuant to the Operating Agreement have the voting and other rights set forth therein;

WHEREAS, Section 5.4 of the Operating Agreement permits the removal of any Manager with or without cause by the affirmative vote of "the Unitholders entitled to vote for the Managers" and permits such vote to take place via written consent;

WHEREAS, by entering into this Resolution, the undersigned Members affirmatively vote for the immediate removal of the Company's current Managers (the "Old Board");<sup>1</sup>

WHEREAS, pursuant to Section 5.4 of the Operating Agreement, the Old Board, as removed Managers, from the Effective Date, ". . . shall immediately cease to have any

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<sup>1</sup> The Old Board has five Managers who were approved at the Company's Annual Meeting of Members on February 27, 2023. The are Kevin Dieball, Max Arella, Robert Olson, Ronald Silver and Derek Taller.

authority to act as an [sic] Manager for the Company. Any of the Company funds or other Property in the possession or under the control of such removed Manager shall immediately be released and transferred to its successor. The removed Manager shall cooperate in the orderly transition of affairs to the Manager's successor.”;

WHEREAS, pursuant to Section 3.4 of the Operating Agreement, the Members may call a special meeting to, amongst other things, elect Managers to the Board;

WHEREAS, pursuant to Section 3.4(c) of the Operating Agreement, the Members may waive the notice and consent provisions of the Operating Agreement provided that “... the Members holding Units entitled to vote or consent each sign a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. The actions by the Members holding Units entitled to vote or consent may be taken by vote of the Members holding Units entitled to vote or consent at a meeting or by written consent (without a meeting, without notice and without a vote) so long as such consent is signed by the Members having not less than the minimum percentage of Company voting power or votes that would be necessary to authorize or take such action at a meeting at which all Members holding Units entitled to vote thereon were present and voted.[emphasis added]”;

WHEREAS, the undersigned majority of the Unitholders/Members, by entering into this Resolution, wish to affirmatively waive all requirements set forth in the Operating Agreement for notice, consent, or a meeting;

WHEREAS, the undersigned, by entering into this Resolution, elect five (5) new Managers for the Company (the “New Board”);

WHEREAS, the New Board shall be composed of the individuals set forth on *Schedule 2* annexed hereto and Barry Saxe shall be the Chairperson of the New Board;

WHEREAS, the New Board shall be the sole Managers of the Company until the next annual meeting of the Members of the Company; and

WHEREAS, as required by Section 3.4(c) of the Operating Agreement, the New Board shall give prompt notice of this Resolution and the actions undertaken pursuant hereto to all Members of the Company who have not signed this Resolution.

**NOW; THEREFORE, LET IT BE RESOLVED THAT;**

1. Incorporation of Recitals: All of the recitals are hereby incorporated in this Resolution.

- NYSCEF DOC. NO. 12
2. Waiver of Notice and Consent: Pursuant to the express provisions of the Operating Agreement, all requirements for notice and consent have been waived and the actions set forth in this Resolution by written consent shall have the same force and effect as if taken at a meeting of the Members called for such purpose.
  3. Removal of Current Board and Managers: The Old Board has been removed by an affirmative vote of the Members holding the majority of Units entitling them to vote on such matters. As of the Effective Date, the Old Board are no longer Managers of the Company and have no authority to act on behalf of or conduct business for the Company.
  4. Election of New Board: The New Board has been elected by an affirmative vote of the Members holding the majority of Units entitling them to vote on such matters. As of the Effective Date, the New Board is the sole Board of Managers of the Company and have the exclusive authority to act as Managers on behalf of or conduct business for the Company, as set forth in the Operating Agreement. Barry Saxe shall be the Chairperson of the New Board.
  5. Notice to Members: The New Board shall promptly notice all Members of the Company of this Resolution.
  6. Counterparts: This Resolution may be signed in one or more counterparts, each of which shall be deemed an original and all of which counterparts shall be deemed one and the same instrument.
  7. Governing Law. This Resolution shall be construed in accordance with the laws of the Commonwealth of Puerto Rico, without regard to principles of conflicts of laws.

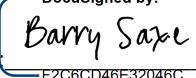
IN WITNESS WHEREOF, the undersigned Members of the Company have executed and delivered this Resolution by written consent as of the Effective Date set forth above.

**VISION BIOBANC HOLDINGS, LLC**

*Signature Pages Below*

**Resolved as Members of the Company:**

[INSERT REGISTERED NAME OF HOLDER]

DocuSigned by:  
By   
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Name: **Barry Saxe**

Title (if applicable):

Number of Units and / or Shares: **1105000.00**

SCHEDULE 1

*TABLE OF MEMBERSHIP UNITS HELD BY THE MEMBERS SIGNING THIS RESOLITION AND THEIR  
RESPECTIVE OWNERSHIP PERCENTAGES*

NAME	NUMBER OF UNITS / SHARES HELD	OWNERSHIP %

SCHEDULE 2

*NEW BOARD OF MANAGERS*

- 1) Barry Saxe (Chairperson)
- 2) Donald Garlikov
- 3) Stormy Adams
- 4) Joseph Knefler Taussig III
- 5) Ruben Neftali Gely Rodriguez