**WRITTEN CONSENT OF THE**

**MEMBERS OF RURAL HEALTH GROUP LABS, LLC**

**IN LIEU OF ORGANIZATIONAL MEETING**

**September 24, 2015**

The undersigned, being all the Members of MagnaFusion, LLC, a Tennessee limited liability company (the “Company”), acting by written consent as permitted by Section 48-249-405(c) of the Tennessee Revised Limited Liability Company Act, as amended, take the following actions and adopt the following resolutions:

**RESOLVED**, that the Articles of Organization of the Company, which were filed in the office of the Secretary of State of Tennessee on April 8, 2016, are hereby accepted and approved by the Company;

**RESOLVED,** that the Operating Agreement, dated April 8, 2016, attached hereto as **Exhibit A** and incorporated herein by reference, is hereby adopted as the Operating Agreement of the Company for the regulation and management of its affairs;

**RESOLVED,** that the following individuals are elected to serve as officers of the Company, to hold such office as set forth below until the next annual meeting of the Members, until their successors are duly elected and qualified:

Chief Executive Officer – Matthew Moseley

XXX – Travis Schaefer

XXX – Terry Martin

**RESOLVED**, that the fiscal year of the Company shall end on December 31 of each calendar year, however, the Members may from time to time change the fiscal year of the Company;

**RESOLVED**, that the Members of the Company are hereby authorized and directed to pay all fees and expenses incident to or required in the organization of the Company;

**RESOLVED**, that the officers are hereby authorized to take all steps necessary to qualify the Company to negotiate, deliver, execute and file such additional agreements and to perform any and all such other acts as are necessary for the consummation and transactions contemplated herein; and

**RESOLVED**, that all acts heretofore taken by the Members of the Company that would have been authorized by these resolutions if taken after their adoption are hereby ratified and confirmed.

The Secretary of the Company is hereby directed to place this Written Consent in appropriate order in the Minute Book of the Company. The Written Consent may be executed in counterparts, all of which taken together shall be deemed to constitute a single document.

[signature appears on next page]

IN WITNESS WHEREOF, the undersigned, to evidence their consent to taking the foregoing actions by written consent in lieu of a meeting, have set their hand and indicated their vote on the above stated resolutions as of the date first written above.

**MEMBERS: For Against Abstain**

By:

Matthew Moseley, CEO

By:

Terry Martin, XXX

By: \_\_\_\_\_\_ \_\_\_\_\_\_ \_\_\_\_\_\_

Travis Schaefer, XXO

**Exhibit A**

**Operating Agreement**

Attached.