

**UNIVERSAL MIND TV, INC.
ACTION BY UNANIMOUS WRITTEN
CONSENT OF THE BOARD OF
DIRECTORS**

In accordance with Section 108 and Section 141(f) of the Delaware General Corporation Law and the Bylaws of Universal Mind TV, Inc., a Delaware corporation (the "Company"), the undersigned, constituting all of the members of the Company's Board of Directors (the "Board"), hereby take the following actions and adopt the following resolutions by unanimous written consent without a meeting:

1. **Amending Certificate of Incorporation**

RESOLVED: That the Certificate of Incorporation of this corporation be amended by changing the Heading thereof so that, as amended, said Heading shall be and read as follows:

“Certificate of Incorporation of Universal Mind TV, PBC; a Public Benefit Corporation”

RESOLVED: That the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered “Article I” so that, as amended, said Article shall be and read as follows:

“The name of the corporation is Universal Mind TV, PBC. (the “Corporation”)”

RESOLVED: That the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered “Article III” so that, as amended, said Article shall be and read as follows:

“The purpose of the Corporation is to provide free digital mental health services to at risk communities globally.”

RESOLVED: That the Certificate of Incorporation of this corporation be amended by adding “Article X” so that, as amended, said Article shall be and read as follows:

“A disinterested failure by a director to satisfy its duties under the Public Benefit Corporation statutes is not an act or omission not in good faith or a breach of the duty of loyalty.”

2. **Omnibus Resolution**

RESOLVED: That each of the officers is authorized and empowered to take all actions (including, without limitation, soliciting appropriate consents or waivers from stockholders), and to execute and deliver all documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions and to effect any transactions contemplated thereby and the performance of any actions and the execution and delivery of any documents shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

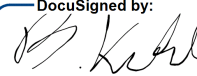
[Signature Page Follows]

In accordance with the Company's Bylaws, this action may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same action.

The consent of the undersigned shall be effective immediately upon the election of the undersigned as directors of the corporation; provided, however, that if such event has already occurred before the time of execution of this consent by the undersigned, then this consent shall be effective immediately. This consent shall be deemed revoked if it has not become effective within sixty (60) days of the Actual Date of Signature below, which Actual Date of Signature is the date on which provision for the effectiveness of this consent has been made.

3/18/2021

Actual Date of Signature: _____

DocuSigned by:

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Benjamin Korbel, Director

3/19/2021

Actual Date of Signature: _____

DocuSigned by:

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Sebastien Lecocq, Director