

**ORGANIZATIONAL MEETING
BY UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS
OF
Moirai Conservation and Research Inc.**

The undersigned, being all the directors of Moirai Conservation and Research Inc. (hereafter also referred to as “the Corporation”), a Florida nonprofit corporation, hereby adopt the following resolutions by unanimous written consent in accordance all state laws:

1. The Articles of Incorporation, a copy of which shall be filed with records of the Corporation, be and hereby are approved.
2. The Bylaws attached hereto be and hereby are adopted as and for the Bylaws of the Corporation.
3. The Conflict of Interest Policy attached hereto be and hereby is adopted as and for the Conflict of Interest Policy of the Corporation.
4. The number of directors of the Corporation shall be at least three (3) and the following persons accept their appointment as directors of the Corporation to serve in accordance with the Bylaws until their respective successors are elected and qualified or until their earlier resignation or removal:

Clare-Anne Canfield
David Lipps
Neil Copes

5. The following persons are elected to the offices of the Corporation set opposite their respective names, to serve in accordance with the Bylaws of the Corporation, and at the discretion of the Board until their respective successors are elected and qualify or until their earlier resignation or removal:

President: Clare-Anne Canfield
Secretary: David Lipps
Treasurer: Neil Copes

7. For the purpose of authorizing the Corporation to carry on its exempt purpose under the laws of any state as to which the officers of the Corporation determine such authorization is necessary or desirable, the proper officers of the Corporation are hereby authorized in the name and on behalf of the Corporation to take such action as may be necessary or advisable to effect the qualification of the Corporation to carry on its exempt purpose as a foreign corporation in such state or states.

8. The officers of the Corporation, acting for and on behalf of the Corporation, be and each is, authorized:

(a) to designate such bank or banks as depositories (the "Depository") for the funds of the Corporation as such officers deem necessary or advisable;

(b) to open, keep and close general and special bank accounts and safe deposit boxes with any Depository;

(c) to cause to be deposited in accounts with any Depository from time to time such funds of the Corporation as the officer(s) may deem necessary or advisable;

(d) to designate from time to time officers and agents of the Corporation authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any such account;

(e) to make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile signatures) as the officer(s) may deem necessary or advisable.

9. If any Depository requires a prescribed form of preamble, preambles, resolution or resolutions relating to such accounts or borrowing or to any application, statement, instrument or other documents connected therewith, each such preamble or resolution shall be deemed adopted by the Board of Directors of the Corporation, and the secretary of the Corporation shall be, and hereby is, authorized to certify the adoption of any such preamble or resolution as though it were presented to the Board of Directors at the time of adopting this resolution, and to insert all such preambles and resolutions in the minute book of the Corporation immediately following this resolution.

10. The officers of the Corporation be and they hereby are authorized to pay all fees and expenses incident to and necessary for the organization and qualification of the Corporation out of the funds of the Corporation.


11. The officers of the Corporation be and they hereby are, authorized, empowered and directed to execute and file for, in the name of and on behalf of the Corporation, any and all documents, certificates and instruments necessary to obtain and evidence exemptions for the Corporation from Federal and state income tax and any other tax deemed appropriate by such officer or officers.

12. The officers of the Corporation be and they hereby are, delegated the power to accept, on behalf of the Corporation, any contribution, gift, bequest or devise, whether outright or in trust, as a current or future interest, as real or personal property, or as tangible or intangible property,

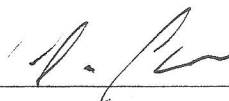
for the general purposes or any special purpose of the Corporation upon such terms and conditions as such officer(s) determine are necessary or appropriate.

13. The officers of the Corporation shall be, and they hereby are, granted full power and authority to execute and deliver all such instruments, agreements, and documents, to pay all such fees and expenses, and to perform such other acts as such officer may determine to be necessary or convenient, and in the best interests of the Corporation, from time to time hereafter, to carry on the affairs of the Corporation, with the power of delegation, all in the name of the Corporation and on the Corporation's behalf and in compliance with all applicable laws and regulations.

Dated and effective as of Jan 8th, 2017







ALL THE DIRECTORS