MINUTES OF FIRST MEETING

OF BOARD OF DIRECTORS

1. Date and Place of Meeting.

The Directors named by the Incorporator of **THE N8 PEDIATRIC BRAIN TUMOR FOUNDATION**, a California nonprofit public benefit corporation (the "Corporation"), constituting all of the Directors of the Corporation, held a meeting, at 6:00 p.m. on April 11, 2015, at 3702 Mont Blanc Terrace, Bakersfield, California, 93301.

2. Directors and Others Present and Absent.

Present at the meeting were Nicholas Street, Tracy Street, Jeremy Scheidle, Jennifer Scheidle, Micah Nilsson and Cheryl Nilsson, the directors of the Corporation. Also present was the Corporation's attorney, Stephen H. Boyle. Mr. Street presided at the meeting and Mr. Boyle was requested to keep the minutes thereof.

Mr. Boyle indicated that this was a valid and effective meeting of the Board of Directors as provided in *California Corporations Code Section 307(a)* as the Directors were present and the Directors would signify their approval of the minutes by signing the last page hereof.

3. Articles:

Mr. Boyle stated that the original Articles of Incorporation had been filed in the office of the Secretary of State of California on March 9, 2015. A certified copy of the Articles of Incorporation will be inserted in the Minute Book of the Corporation as soon as it is available. After discussion, the following resolution was unanimously adopted:

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RESOLVED, that a copy of the Articles of Incorporation of the Corporation as certified by the California Secretary of State be inserted in the Minute Book of the Corporation.

4. Agent for Service of Process.

Mr. Boyle indicated that *California Corporations Code Section 1502(b)* requires that the Corporation designate a person residing in the state as the Corporation's agent for the service of process. After discussion, it was determined to appoint Mr. Street as the agent for service of process for the Corporation by the following unanimously adopted resolution:

✓ RESOLVED, that Nicholas J. Street shall be the Corporation's agent for the purpose of service of process, at the following address:

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Nicholas J. Street
3702 Mont Blanc Terrace
Bakersfield, CA 93306

5. Corporate Records.

The Board of Directors then discussed the maintenance of a corporate minute book for the purpose of collecting and having readily available all of the important documents of the Corporation. After discussion, the following resolutions were unanimously adopted:

6-0 ✓ RESOLVED, that the Corporation shall maintain as part of its corporate record a corporate minute book, which shall include the Articles of Incorporation and any amendments thereto, the Bylaws of the Corporation and any amendments thereto, the minutes of all meetings of the directors of the Corporation, and all other important corporate documents; and

6-0 ✓ RESOLVED FURTHER, that Mr. Boyle is authorized and directed to obtain such minute book and to present it to the Secretary of the Corporation.

6. Bylaws.

Mr. Boyle presented the proposed Bylaws for the Corporation, which were duly considered and discussed. As explained to the Board of Directors, the Bylaws regulate the operation of the Corporation. After discussion, the following resolutions were unanimously adopted:

6-0 ✓ RESOLVED, that the Bylaws presented to, considered and discussed at this meeting are adopted as the Bylaws of the Corporation, and the Secretary of the Corporation is ordered to certify a copy of such Bylaws and insert them in the Minute Book of the Corporation.

7. Corporate Seal.

A corporate seal was then presented to the meeting, and the following resolution was unanimously adopted:

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RESOLVED, that the corporate seal consisting of two concentric circles and containing the words "THE N8 PEDIATRIC BRAIN TUMOR FOUNDATION", together with the date of incorporation of this Corporation as shown by the impression thereof on the margin of this page, is hereby adopted as the corporate seal of the Corporation.

8. Principal Executive Office.

The location of the principal executive business office of the Corporation was discussed. Such location was fixed by the unanimous adoption of the following resolution:

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RESOLVED, that the principal executive office of the Corporation shall be located at 3702 Mont Blanc Terrace in Bakersfield, California 93306.

9. Bank Resolutions.

The Board of Directors then discussed management of the fiscal affairs of the Corporation. It was determined to provide for the deposit of the funds of the Corporation and to authorize certain officers to deal with those funds. Upon motion duly made and seconded, the following resolutions were then unanimously adopted:

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RESOLVED, that the President and the Secretary of the Corporation, acting together, are hereby authorized to do the following acts:

a. To designate one or more banks, trust companies, or other similar institutions as depositories of the funds, including, without limitation, cash and cash equivalents, of the Corporation;

b. To open, keep, and close general and special bank accounts, including general deposit accounts, payroll accounts, and working fund accounts, with any such depository;

c. To cause to be deposited in such accounts with any such depository, from time to time, such funds, including, without limitations, cash and cash equivalents, of the Corporation as such

officers deem necessary or advisable, and to designate or change the designation of the officer or officers and agent or agents of the Corporation who would be authorized to make such deposits and to endorse checks, drafts, or other instruments for such deposits;

d. From time to time to designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts, and to revoke any such designation;

e. To 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 trust companies customarily require as a condition for permitting the use of facsimile signatures;

f. To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable; and

g. To complete, execute, and/or certify any customary printed blank signature card forms in order to conveniently exercise the authority granted by this resolution and any resolutions printed thereon shall be deemed adopted as a part hereof.

6-0 ✓ RESOLVED FURTHER, that all form resolutions required by any such depository as presented to this meeting, are hereby adopted in such forms utilized by the depository, and the Secretary of the Corporation is hereby authorized to certify such resolutions as having been adopted at this meeting and is directed to insert the form of such resolutions in the minute book immediately following the minutes of this meeting; and,

6-0 ✓ RESOLVED FURTHER, that any such depository to which a copy certified by the Secretary of the Corporation of these resolutions shall have been delivered shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of these resolutions by the Director of the Corporation.

10. Officers.

The meeting then proceeded to the election of a President, Vice President, Chief Executive Officer (CEO), Secretary and Treasurer/Chief Financial Officer (CFO) of the Corporation. By the unanimous vote of the Board of Directors of the Corporation the following resolution was adopted:

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RESOLVED, that the following persons are elected as officers of the Corporation to the offices set forth opposite their respective names:

NAME	OFFICE
Tracy Street	President
Nicholas Street	Vice President and CEO
Jennifer Scheidle	Secretary
Micah Nilsson	Treasurer and CFO

All of the newly elected officers of the Corporation were present at this meeting. By affixing their signature to the minutes of this meeting, they hereby accept their appointment as the officers hereof.

11. Payment of Expenses of Incorporation.

The Board of Directors then considered the payment of the expenses of incorporation and organization, including those noted in Addendum A. Mr. Boyle reported on the fees and expenses that had been incurred to date. After discussion, the following resolution was unanimously adopted:

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RESOLVED, that each of the officers of the Corporation is authorized and directed to cause the Corporation to pay the expenses of its incorporation and organization, and to reimburse the persons advancing funds to the Corporation.

12. Tax Exempt Application:

A discussion was then had among the Directors regarding the necessity of obtaining tax exempt status for the Corporation from both the Federal and State government. Mr. Boyle further advised the meeting that other filings must also be prepared by the Corporation. After discussion of these matters, the

following resolution was unanimously adopted:

RESOLVED, that each of the officers of this Corporation is authorized and directed to make such applications and filings, including, without limitation, Application for Recognition of Exemption (Form 1023) and Statement By Domestic Non-Profit Corporation, to execute and deliver such documents and instruments, and to do such acts and things as such officers deem necessary in order to obtain such authorizations and permits as are necessary or desirable for the Corporation's business, to fulfill such legal requirements as are applicable to this Corporation or its business, or to complete the organization of this Corporation.

13. Fiscal Year.

The fiscal year of the Corporation was then discussed, and the following resolution was then unanimously adopted:

RESOLVED, that the first fiscal year of this Corporation shall begin on the date of incorporation and shall end on December 31, 2015. Each subsequent year shall commence on January 1 and shall end on the following December 31.

There being no further business to come before the meeting of the Board of Directors, the meeting was duly adjourned. – AT 7:40 PM

DIRECTORS:

NICHOLAS STREET

TRACY STREET

JEREMY SCHEIDLE

JENNIFER SCHEIDLE

MICAH NILSSON

CHERYL NILSSON

ADDENDUM "A"

(SPECIFIC UPCOMING EXPENSES)

The Board of Directors then considered the payment of upcoming costs and expenses for the Corporation. By unanimous vote of the Board of Directors, the following resolutions were adopted:

- ✓ RESOLVED, that the Corporation hire "The Marcom Group" (Justin Pitcher) to design and maintain a website for the Corporation (www.n8foundation.org) at an initial start-up cost not to exceed $5,000 and an annual maintenance cost not to exceed $300.

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- ✓ RESOLVED, that the Corporation order and purchase various stationary (letterhead, envelopes, business cards, etc...) for the Corporation at an initial cost not to exceed $1,000.

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- ✓ RESOLVED, that the Corporation order and purchase various apparel (tee-shirts, hats, wristbands, etc...) to be used for various fundraising events for the Corporation at an initial cost not to exceed $5,000.

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- ✓ RESOLVED, that the Corporation purchase and maintain a P.O. Box for the Corporation at the East Hills Post Office at an annual cost not to exceed $100.

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