

**UNANIMOUS WRITTEN CONSENT IN LIEU OF
ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF
GUNBARREL COMMUNITY ALLIANCE**

June 5, 2020
Boulder, Colorado

The undersigned, being all of the Directors of Gunbarrel Community Alliance, a Colorado nonprofit corporation (the "Corporation"), pursuant to relevant Colorado law, do hereby consent in writing to the following actions which shall have the same force and effect as if duly and unanimously adopted at an organizational meeting of the Board of Directors.

On May 26, 2020, the Articles of Incorporation of the Corporation were filed in the office of the Secretary of State of Colorado, establishing the existence of the Corporation and the right of the Corporation to adopt Bylaws, elect officers and transact such other business as may be appropriate at an organizational meeting of the Board of Directors; therefore, the following actions are hereby approved:

Incorporation. All actions taken by H. Kit Fuller, the incorporator of the Corporation, and all monies expended by the incorporator in connection with the organization and incorporation of the Corporation, are hereby approved and ratified; and, the Corporation hereby indemnifies and holds harmless the incorporator with regard to all actions taken in connection with the organization and incorporation of the Corporation; and, the incorporator be and is hereby forever discharged and indemnified by the Corporation from and against any expense or liability actually incurred by reason of having been incorporator of the Corporation.

Bylaws. The Bylaws attached hereto as Exhibit A are hereby adopted as the Bylaws of the Corporation and such Bylaws shall be placed in the Corporation's minute book.

Directors. The following persons are hereby appointed as the Directors of the Corporation:

[Names and Places of Residence]

H. Kit Fuller, 4600 Cloud Ct., Boulder, CO 80301

Wanda H. Fuller, 4600 Cloud Ct., Boulder, CO 80301

Rpd Rietema, 5830 Orchard Creek Lane, Boulder, CO 80301

Ardith Rietema, 5831 Orchard Creek Lane, Boulder, CO 80301

Julie Dye, 5857 N. Orchard Creek Cir, Boulder, CO 80301

Suzanne Smith, 5963 Brandywine Ct., Boulder, CO 80301

Officers. The following individuals are appointed to the offices indicated after their respective names:

<u>Name</u>	<u>Office</u>
H. Kit Fuller	President
Rod Rietema	Vice President
Julie Dye	Secretary
Wanda Fuller	Treasurer

Fiscal Year. The fiscal year of the Corporation shall be the period commencing the first day of January and ending the last day of December.

Banking Resolution. The officers of the Corporation are hereby authorized and directed to open a checking account at any bank selected by the President and Treasurer, and the President, Treasurer and Secretary shall have signing authority on such account.

Conflict of Interest Policy. The directors hereby adopt the Conflict of Interest policy in the form attached hereto as Exhibit B.

Organizational Expenses. The officers of the Corporation are hereby authorized and directed to pay all organization expenses of the Corporation out of the funds of the Corporation.

Pursuit of Section 501(c)(3) Status. The officers of the Corporation are hereby authorized and directed to take all actions necessary for the Corporation to receive formal recognition from the Internal Revenue Service, and/or otherwise pursue tax-exempt status under Section 501(c)(3) of the Internal Revenue Code from the Internal Revenue Service, such that donations to the Corporation from US citizens will be tax deductible in accordance with applicable law, and to pursue any similar designations from the State of Colorado as required by Colorado law.

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As an attestation of the accuracy of the foregoing resolutions and of their consent to the adoption of the same, the undersigned, being all of the Directors of Corporation, have hereunto subscribed their names effective as of the date first above written. By their signature below, each of the undersigned also hereby ratifies, approves and/or accepts (a) their appointment as member of the Board of Directors and as an officer as set forth above in these resolutions and (b) any and all actions taken by any persons prior to the execution of this Unanimous Written Consent in furtherance of the establishment of the Corporation and the foregoing resolutions. Such signatures shall also serve as evidence of their agreement and acceptance of the annual statement required by Article VI of Conflict of Interest Policy for calendar year 2020. This Unanimous Written Consent may be executed in any number of counterparts, all of which taken together constituting one Unanimous Written Consent. Electronic and/or scanned signatures shall be valid and binding upon each signatory and the Corporation for all purposes.

H. Kit Fuller
H. Kit Fuller 6/5/2020

Rod Rietema
Rod Rietema 6/5/2020

[Signature] June 5 2020 Suzanne Smith

Julie Welch Dye
Julie Welch Dye JUNE 5, 2020
Wanda H. Fuller

Wanda H. Fuller 06/05/2020

Ardith Rietema
Ardith Rietema 6.05.2020