

**BYLAWS
FOR
HYGIENIC DRESS LEAGUE CORPORATION**

ADOPTED FEBRUARY 24, 2017

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HYGIENIC DRESS LEAGUE CORPORATION
BYLAWS

ADOPTED SEPTEMBER 1, 2017

**ARTICLE I.
CORPORATION AND OFFICES.**

1.1. Name of Corporation.

The name of the Corporation is Hygienic Dress League Corporation.

1.2. Purpose.

The purpose of the Corporation is to act as a for-profit corporation in accordance with the Business Corporation Act of Michigan, Act 284 of 1972 (the "Act") in furtherance of an artistic endeavor to highlighting the dual concepts of brand value in the marketplace and shareholder rights in the corporate form.

1.3. Principal Office.

The principal office of the Corporation shall be at any place within the State of Michigan as the Board of Directors (the "Board") may determine.

1.4. Other Offices.

The Corporation may have offices at such other place the Board determines or the business of the Corporation requires.

1.5. Registered Office.

The Corporation has and will continuously maintain a registered office and resident agent, whose business office is identical with the registered office, in the State of Michigan. The registered office need not be the same as the principle office in the State of Michigan. The Board, in its discretion, may change the address of the registered office and resident agent.

**ARTICLE II.
SHARES.**

2.1. Issuance of Shares.

The Corporation, at the Board's discretion, may issue shares of stock on the terms and conditions acceptable to the Board, provided the issuance is an accordance with the Articles of Incorporation, the Act, and federal and state securities laws.

2.2. Transfer of Shares.

The Board, in its discretion, determines the procedure by which a shareholder may transfer or re-register shares, provided the procedure is in an accordance with the Articles of Incorporation, the Act, and federal and state securities laws.

2.3. Certificates for Shares.

The Board, in its discretion, may not issue certificates for shares of stock. Within a reasonable time after the issuance or transfer of shares, the Corporation must send the shareholder a statement of all of the rights, preferences, privileges, and restrictions granted to or imposed upon the respective classes and/or series of shares of stock of the Corporation and upon the holders thereof. The Corporation will provide said statement to any Shareholder upon request and without charge.

2.4. Registered Shareholders.

The Corporation reserves the right to regard the person's name on any registered stock as the owner of it for purposes of declaring dividends and other distributions or for any recapitalization, merger, plan of share exchange, reorganization, sale of assets, or liquidation, for the purpose of votes, approval and consents by shareholders, for the purposes of notice to shareholders, and for any other purposes, and to not be bound to recognize equitable or other claims to or interest in the shares by any other person, whether or not the Corporation shall have notice of it, except as expressly required by the laws of the State of Michigan.

2.5. Lien.

The Corporation shall have a lien on Class A Shares of each shareholder in the Corporation for all debts due to the Corporation from the shareholder. The Corporation's right to the lien shall be noted in its list of shareholders.

2.6. Dividends.

The Board, in its discretion, may declare dividends upon Class A Shares from the surplus and net profits of the Corporation.

ARTICLE III. SHAREHOLDERS.

3.1. Place of Meetings.

Meetings of shareholders shall be at the principle office of the Corporation or at any other place that the Board determines.

3.2. Annual Meeting.

The annual meeting of the shareholders for the election of directors and the transaction of other business matters shall be held at any time and place as the Board may designate.

3.3. Special Meetings.

Special meetings of shareholders may be called by the Board, the chairperson of the board, the President, or by the President or Secretary at the written request of shareholders holding a majority of

the outstanding shares of the Corporation entitled to vote. Requests by shareholders must state the purposes for the meeting.

3.4. Notice of Meetings.

Subject to Michigan law, written notice of the time, place, and purposes of a shareholders meeting shall be given not less than 10 nor more than 60 days before the date of the meeting to each shareholder of record entitled to vote at the meeting, personally, by mail or by a form of electronic transmission chosen by the Board.

3.5. Waiver of Notice.

Holders of shares not entitled to vote hereby waive any rights to receive notice in any and all instances.

Notice of meetings may be waived if all the shareholders entitled to vote at the meeting waive notice or if shareholders of record entitled to vote attend the meeting in person or by proxy.

3.6. Record Dates.

Record dates for the purpose of determining shareholders entitled to notice of and to vote at a meeting of shareholders or an adjournment of the meeting or to express consent to or disapproval of a proposal without a meeting, and for the purpose of determining shareholders entitled to receive payment of a dividend or an allotment of a right, or for any other purposes, may be fixed in advance by the Board. The date fixed shall not be more than 60 nor less than 10 days before the date of the meeting, nor more than 60 days before any other action. In such case, only the shareholders that shall be shareholders of record on the date so fixed shall be entitled to notice of and to vote at the meeting or an adjournment of the meeting or to express consent to or to dissent. The record date, if not fixed, shall be at the close of business on the day notice is given.

3.7. List of Shareholders.

A complete list of the shareholders entitled to vote at a shareholders meeting shall be made and certified by the Secretary or agent of the Corporation having charge of the stock transfer records. The list shall include each class and series in alphabetical order, the address of each shareholder, and the number of shares held by each shareholder. The list shall, also, be produced at the time and place of the meeting, be subject to inspection by any shareholder during the whole time of the meeting, and be prima facie evidence, permitting shareholders to examine the list or vote at the meeting.

3.8. Quorum.

Shareholders who are present at a meeting in person or by proxy who, as of the record date for the meeting, were holders of a majority of the outstanding shares of the Corporation entitled to vote at the meeting, shall constitute a quorum, unless a greater or lesser quorum is required in the Articles of Incorporation or by any state or federal law. The shareholders present at a meeting, in person or by proxy, may continue to transact business until adjournment, in spite of the withdrawal of enough shareholders to constitute less than a quorum.

3.9. Conduct of Meeting.

The Chair of the Board shall serve as chair of the shareholder meeting. If the Board has not selected a chair, the chair of the shareholder meeting shall be the President of the Corporation. The chair of the shareholder meeting shall determine the order of business, shall have the power to establish rules for

the conduct of the meeting that are fair to shareholders, and shall announce at the meeting the closing of polls for each matter voted on. If no announcement is given, the polls shall be considered closed on the meeting's final adjournment. No ballots, proxies, or votes, or any revocations or changes to them, may be accepted after the polls close.

3.10. Adjournment.

A meeting of shareholders may be adjourned by a vote of the shareholders present in person or by proxy or by the chair of the shareholder meeting, whether or not a quorum is present at the meeting.

3.11. Proxies.

Shareholders entitled to vote at a shareholders meeting or to express consent or to dissent without a meeting may permit other persons to act for the shareholder by proxy. Proxies shall be signed by shareholders or the shareholders' authorized agent or representative and shall not be valid for a period of more than three years unless otherwise provided in the proxy. Shareholders executing a proxy may revoke a proxy unless contrary to law.

3.12. Voting.

Each outstanding share is entitled to one vote on each issue submitted to a vote. Votes may be placed in any manner determined by the chair of the shareholder meeting. Unless a greater vote is required by the Articles of Incorporation or by law, an action, other than the election of directors, shall be authorized by a majority of the votes cast by shareholders entitled to vote on it. Directors shall be elected by a plurality of the votes cast at any election.

3.13. Meeting by Conference Telephone or Other Remote Communication.

Meetings, regular or special, may be held by conference telephone or by other means of remote communication, so long as all present at the meeting can hear one another. Shareholders shall be deemed to be present at the meeting and may participate and vote at the meeting as long as shareholders participating in the meeting can hear one another. A shareholder may be present and vote at the adjourned meeting by means of remote communication if permitted to be present and vote by means of remote communication in the original meeting notice.

3.14. Corporate Rights of Shareholders.

Only holders of Class A Shares are entitled to notice of meetings, to attend meetings, to call for special meetings, to inspect shareholder lists, and to vote. Holders of all other classes of shares do not have the rights set forth in this Article and waive any rights as may be afforded by law to the maximum extent allowable.

3.15. Arbitration of Claims Against the Corporation.

Any claims, suits, actions or proceedings arising out of or relating in any way to any interest in the Corporation, regardless of whether such claims, suits, actions or proceedings sound in contract, tort, fraud or otherwise, are based on common law, statutory, equitable, legal or other grounds, or are derivative or direct claims, may only address a single shareholder's claims, not as a plaintiff class representative or member, and must be settled by arbitration conducted by three arbitrators in Detroit, Michigan in accordance with the American Arbitration Association's Rules of Arbitration except to the extent those rules are inconsistent with the terms of the Corporation's Articles of Incorporation, Bylaws, and any Subscription Agreement, and provided that the shareholder made a demand on the

Corporation to address the alleged damages to no avail. Arbitration will be the exclusive manner pursuant to which any such claim, suit, action or proceeding may be resolved.

3.16. Unsuccessful Claims Against the Corporation.

In the event that (i) any claiming shareholder initiates or asserts any claim or counterclaim ("claim") or joins, offers substantial assistance to or has a direct financial interest in any claim against the Corporation and (ii) the claiming shareholder (or the third party that received substantial assistance from the claiming shareholder or in whose claim the claiming shareholder had a direct financial interest) does not obtain a judgment on the merits in which the claiming shareholder prevails, then each claiming shareholder shall, to the fullest extent permissible by law, be obligated jointly and severally to reimburse the Corporation for all fees, costs and expenses (including, but not limited to, all reasonable attorneys' fees and other litigation expenses) that the Corporation may incur in connection with such claim.

ARTICLE IV. BOARD OF DIRECTORS.

4.1. Number of Directors.

The number of directors shall be determined by resolution adopted by a vote of a majority of the Board, however, at no time shall there be less than two directors. The directors need not be residents of Michigan or shareholders of the Corporation.

4.2. Election and Term of Office.

Directors shall be elected at each annual shareholders meeting; each director, including a director selected to fill a vacancy, is to hold office until the next annual shareholder meeting and the director's successor is elected and qualified or until the director's resignation or removal.

4.3. Resignation and Removal.

A director may resign by written notice to the Corporation. The resignation is effective when the Corporation receives the resignation or at a subsequent time as set forth in the notice of resignation. Unless contrary to law, any and all directors may be removed, with or without cause, by vote of the holders of a majority of the shares entitled to vote at an election of directors.

4.4. Vacancies.

Vacancies in any office shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of directors, unless filled by proper action of the shareholders of the Corporation. Each person appointed to fill a vacancy shall be a director for a term of office continuing only until the next election of directors by the shareholders. A vacancy scheduled to occur at a specific date may be filled before the vacancy occurs, but the newly appointed is not permitted to take office until the vacancy occurs.

4.5. Annual Meeting.

The Board shall have an annual meeting for the purposes of electing a Chair to preside over its meetings and of attending to any regular Corporation business. The annual meeting shall occur within

three months of the annual shareholders meeting as may determined by the Board. If less than a majority of the directors are present at an annual meeting, holding the annual meeting is not required and the matters that were scheduled to be taken up at the meeting may be considered at any later regular, special, or annual meeting, or by consent resolution.

4.6. Regular Meetings.

Regular meetings of the Board may be called by the chair or as determined by a majority of the Board.

4.7. Special Meetings.

Special meetings of the Board may be called by the Chair, the President or by Secretary at the written request of shareholders holding a majority of the outstanding shares of the Corporation entitled to vote. Requests by shareholders must state the purposes for the meeting.

4.8. Notices.

For annual and regular meetings of the Board, notice shall be given personally or by electronic communication at least seven days before the meeting is to take place and must state the time, place, and purpose or purposes of the meeting. For annual and regular meetings of the Board, notice shall be given personally or by electronic communication at least 24 hours before the meeting is to take place and must state the time, place, and purpose or purposes of the meeting.

4.9. Waiver of Notice.

Notice may be waived for any meeting either before or after a meeting. Notice is waived when any director (i) signs a waiver of notice or consent to holding the meeting; (ii) signs an approval of the minutes of a meeting, either before or after the meeting; or (iii) is present at the meeting. All waivers, consents, and approvals shall be made part of the minutes of the meeting.

4.10. Director Action Without a Meeting.

Any action required or permitted at any meeting of directors may be taken without a meeting, without prior notice, and without a vote, if majority of the directors entitled to vote on it consent in writing.

4.11. Conduct of Meeting.

The Board may meet in person, by conference telephone or by means of remote communication. Communicating via conference telephone or by means of remote communication constitutes presence in person at the meeting.

4.12. Quorum.

A quorum for the transaction of business shall be a majority of directors then in office. The vote of a majority of directors present at any meeting at which there is a quorum constitutes the action of the Board. A meeting of the Board may be adjourned by vote of the directors if a quorum is not present.

4.13. Dissents.

To dissent to an action taken by the Board, the director's dissent must be entered in the minutes of the meeting or filed as a written dissent to the action with the Chair or Secretary before the adjournment of it or forward the dissent by electronic communication to the Chair and Secretary of the Corporation promptly after the adjournment of the meeting.

4.14. Compensation.

Reasonable compensation shall be established for directors for their services to the Corporation as directors by vote of a majority of the Board, provided that such compensation not begin to accrue until three months after the next election of directors by the shareholders. The Board shall not take into account any personal interest of any of the directors in establishing reasonable compensation.

ARTICLE V. OFFICERS.

5.1. Number of Officers.

The Board shall elect a President, a Secretary, a treasurer, and any other officers its deems fitting for the Corporation. The same person may occupy any two of the preceding offices. No officer shall execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law to be executed, acknowledged or verified by two or more officers. No majority shareholder, or its directors or officers, may serve as an officer of the Corporation.

5.2. Term of Office, Resignation, Removal, Vacancies.

Officers shall hold office at the prerogative of the Board for the term for which they are appointed or contracted or until they resigns or are removed. Officers may resign by written notice to the Corporation. Resignation is effective either, at the Board's sole discretion, when it is received by the Corporation or at a subsequent time specified in the notice of resignation. Officers may be removed by the Board with or without cause. Any vacancies shall be filled by the Board at its convenience.

5.3. Authority.

Every officer, employee, and agent of the Corporation shall have the authority to perform the duties to conduct and manage the Corporation's business and affairs as set forth by the Board and these Bylaws.

5.4. Compensation.

Reasonable compensation shall be established for officers for their services to the Corporation as directors by vote of a majority of the Board. The Board shall not take into account any personal interest of any of the officers in establishing reasonable compensation.

ARTICLE VI. DUTIES OF OFFICERS.

6.1. President.

The President shall be the chief executive officer of the Corporation. The President shall be tasked with assuring that every order and resolution of the Board is carried into effect, and the President shall be given power to supervise and manage the Corporation and vote on securities of other corporations and business organizations held by the Corporation. The President, as an ex-officio member of the Board, is also entitled to vote in Board meetings, and, in the absence of the Chair, shall preside over Board meetings.

6.2. Secretary.

The Secretary of the Corporation shall be present at all meetings of the Board and shall record all votes and minutes of all proceedings in a book reserved for that purpose. The Secretary shall, except as otherwise provided in these Bylaws, give or cause to be given notice of all meetings of the shareholders and the Board. The Secretary shall also safely guard and keep in his or her possession the seal of the Corporation, if any, and when authorized by the Board, attach it to any instrument requiring it, and when so affixed it shall be verified by the signature of the Secretary. The Secretary shall have the power to delegate any of the duties, powers, and authorities of the Secretary to one or more assistant secretaries, unless the delegation is rejected by the Board.

6.3. Treasurer.

The treasurer shall have authority over the corporate funds and securities, shall keep full and true accounts of receipts and disbursements in the books of the Corporation, and shall deposit all funds and other valuables in the name and to the credit of the Corporation in the depositories that may be determined by the Board. The treasurer shall provide the President and directors, whenever they may require it, with an account detailing the treasurer's transactions on behalf of the Corporation and of the financial condition of the Corporation.

ARTICLE VII. INDEMNIFICATION.

7.1. Right to Indemnify Directors, Officers, and Holders of Class A Shares

Unless otherwise provided in the provisions of this article, the Corporation shall indemnify any director, officer, or holder of Class A Shares of the Corporation who is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal, including against any expenses, including actual and reasonable attorney fees, judgments, penalties, fines, ERISA excise taxes, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding. For criminal actions or proceedings, such a person shall be indemnified if the person had no reasonable cause to believe that his or her conduct was unlawful. Persons who are no longer a director, officer, or holder of Class A Shares of the Corporation shall continually be indemnified. The Corporation shall not indemnify any person who initiates a proceeding not authorized by the Board.

7.2. Limitation of Liability.

As the intent of the Corporation is to serve as a vehicle for performance art ridiculing the current state of corporate governance, the officers, directors, or holders of Class A Shares shall not be deemed to owe any duty, fiduciary or otherwise, to the Corporation or its shareholders for any reason whatsoever. To the extent this limitation of liability is unenforceable, all Claims against any director, officer, or holder of Class A Shares shall be limited to \$1.00 irrespective of the number of shares outstanding.

7.3. Indemnification of Employees and Agents of the Corporation.

The Corporation, at the Board's discretion, may grant rights of indemnification to any employee or agent of the Corporation.

7.4. Nonexclusivity of Rights.

The Corporation's right to indemnify shall not be exclusive of any other rights that any person may be afforded pursuant to any statute, the Articles of Incorporation, provisions of an employment agreement, a vote of stockholders or disinterested directors, or otherwise.

7.5. Insurance.

The Corporation may purchase and maintain insurance, at its expense, on behalf of any person who is or was a director, officer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, to guard against liability declared against the person and incurred by such person in any such capacity or arising out of his or her status with the Corporation, whether or not the Corporation is granted power to indemnify the person against liability under these Bylaws or the laws of the State of Michigan.

ARTICLE VIII. BOOKS AND RECORDS.

8.1. Maintenance of Books and Records.

The Corporation, through its proper officers and agents, shall keep and maintain the books, records, and accounts of the Corporation's business and affairs, minutes of the meetings or proceedings of its shareholders, board, and committees, if any, and the stock ledgers and lists of stockholders. The books, records, and minutes shall be kept at the principal or registered office of the Corporation.

8.2. Reliance on Books and Records.

When acting in good faith, a director or officer of the Corporation who has discharged his or her duties may rely on information, opinions, reports, or statements, including financial statements and other financial data, if presented or prepared by the following:

- i. One or more directors, officers, or employees of the Corporation, or of a business organization under joint control or common control, whom the director or officer reasonably believes to be reliable and competent in the matters presented.
- ii. Legal counsel, public accountants, engineers, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence.

A director or officer is not entitled to rely on the information set forth above if he or she has knowledge concerning the matter in question that renders reliance null and void.

ARTICLE IX. GENERAL MATTERS.

9.1. Orders for Payment of Money.

All checks, drafts, notes, bonds, bills of exchange, and orders for payment of money of the Corporation shall be issued pursuant to a financial management policy determined by the Board.

9.2. Contracts and Conveyances.

The Board-authorized officer or agent shall have the authority to execute any contract, conveyance, mortgage or other instrument on behalf of the Corporation. When the execution of any instrument has been authorized without specification of the executing officers or agents, only the Chair or the President, and, if necessary, the Secretary may execute the instrument in the name and on behalf of the Corporation and may affix the corporate seal, if any, to it.

9.3. Fiscal Year.

The Board, in its discretion, shall determine the fiscal year of the Corporation.

9.4. Seal.

The Corporation, at the Board's discretion, may elect to have a corporate seal. The seal may be used by causing it or a facsimile to be impressed, affixed, or reproduced. Documents otherwise properly executed on behalf of the Corporation shall be valid and binding on the Corporation without a seal, whether or not a seal is in fact designated by the Board.

**ARTICLE X.
AMENDMENTS.**

Unless otherwise provided in the Articles of Incorporation, these Bylaws may be amended, altered, or repealed, in whole or in part, by a majority vote of shareholders entitled to vote or by a two-thirds majority of the Board at any meeting properly held in accordance with these Bylaws, provided that notice of a shareholders or Board meeting at which an amendment to these Bylaws is to be acted on shall include notice of the proposed amendment, alteration, or repeal.

HYGIENIC DRESS LEAGUE CORPORATION
RESOLUTION OF THE BOARD OF DIRECTORS

Pursuant to Business Corporation Act of Michigan, Act 284 of 1972, with respect to the initial organization of the Corporation, the undersigned, constituting all of the members of the Corporation's Board of Directors (the "Board") hereby take the following actions adopt the following resolutions by unanimous written consent without a meeting:

RESOLVED, the Bylaws attached to this Action by Incorporator are hereby adopted as the Bylaws of the Corporation;

RESOLVED, that the Corporation shall maintain as part of its corporate records a book, in electronic or physical form, entitled "Record Book" which shall include, but not be limited to, (i) a record of its Certificate of Incorporation and amendments thereto, (ii) its Bylaws and amendments thereto, and (iii) minutes of all meetings of its directors and of its stockholders with the time and place of holding, whether regular or special (and if special how authorized), the notice thereof given, the number of shares present or represented at stockholders' meetings, and the proceedings of the meetings;

RESOLVED, that the President is authorized to sign and deliver any agreement in the name of the Corporation and to otherwise obligate the Corporation in any respect relating to matters of the business of the Corporation, and to delegate such authority in his or her discretion, within budgets approved by the Board;

RESOLVED, that the Class A Common Stock of the Corporation shall be uncertificated, provided that the Corporation may issue certificated shares for some or all of any or all classes or series of its stock if deemed advisable and in the best interests of the Corporation by the officers, in consultation with legal counsel;

RESOLVED FURTHER, that the officers are authorized and directed to send a written notice to record owners of shares of uncertificated Class A Common Stock in accordance with applicable laws, unless such notice is properly waived, as determined with the assistance of counsel;

RESOLVED, that the officers are authorized to sell and issue on behalf of the Corporation a total of 50,000 shares of Class B Common Stock (the "Shares in Offering Document") to the general public pursuant to the terms as set forth in the Offering Document, attached to the Action;

RESOLVED FURTHER, that the stock sales authorized in the above resolution shall be conducted in such a manner as to qualify for the exemption from applicable state and federal requirements regarding registration of the sale of securities;

RESOLVED, that the officers are authorized and directed to consult with the bookkeeper, auditors and attorneys of the Corporation in order to be fully informed as to, and to collect and pay promptly when due, all withholding taxes for which the Corporation may now be (or hereafter become) liable;

