

## **FRIENDS OF WOLF CREEK**

### **ACTION IN WRITING IN LIEU OF ORGANIZATIONAL MEETING**

#### **OF THE BOARD OF DIRECTORS**

The undersigned, being the first directors of Friends of Wolf Creek (the “Corporation”) and constituting the entire Board of Directors acting pursuant to and in accordance with Minnesota Statutes, Section 317A.239, hereby adopt the following resolutions effective as of the date of this action.

#### **INCORPORATING DOCUMENTS**

WHEREAS, the Articles of Incorporation of this Corporation were filed with the Minnesota Secretary of State on August 16, 2022, pursuant to Minnesota Statutes, Chapter 317A; it is

RESOLVED, that the incorporation of Friends of Wolf Creek is hereby acknowledged.

FURTHER RESOLVED, that the Secretary of this Corporation insert in the minute book of this Corporation the original Articles of Incorporation as filed in the Office of the Secretary of State and the Certificate of Incorporation issued by the Secretary of State on the date of incorporation.

#### **RATIFICATION OF INCORPORATOR ACTIVITIES**

WHEREAS, the incorporator acted on behalf of this Corporation in connection with its organization and duly named the first Board of Directors in the Articles of Incorporation pursuant to Minnesota Statutes, Section 317A.111, subd. 4; it is

RESOLVED, that all actions taken and all obligations incurred by the incorporator on behalf of this Corporation prior to and in connection with its incorporation be, and they hereby are, in all respects ratified and approved.

RESOLVED, that the resignation of the incorporator of this Corporation is hereby acknowledged.

RESOLVED, that the Corporation is authorized to pay and discharge with its funds all fees, charges and expenses incurred or advanced on its behalf in connection with its organization.

#### **BYLAWS**

WHEREAS, a form of Bylaws of this Corporation for the management of its affairs has been prepared and reviewed by the Board of Directors; it is

RESOLVED, that the Bylaws, in the form reviewed and presented for adoption herewith, be, and they hereby are, adopted; and the President is directed to sign the Bylaws and insert them in the minute book of this Corporation.

### **ELECTION OF OFFICERS**

WHEREAS, the corporation requires officers to manage the daily affairs of the Corporation; it is

RESOLVED, that the following persons hereby are elected to the offices of this Corporation set forth below opposite their names, to serve until their successors have been duly elected and qualified, or until their earlier death, resignation or removal:

<b>Name</b>	<b>Office</b>
Tom Plocher	President and Board Chair
Brian Bernier	Secretary
Heide Miller	Treasurer

### **BANKING**

WHEREAS, it is in the best interest of this Corporation to provide authority for the officers from time to time to open and maintain accounts with banks in the name and on behalf of this Corporation; it is

RESOLVED, that the officers are hereby authorized in the name and on behalf of this Corporation to open or cause to be opened, or to continue or cause to be continued, bank accounts for this Corporation in the name of this Corporation with such bank or banks as they determine in their discretion to be appropriate, and to execute and deliver the bank's usual customer agreement applicable to such accounts and bearing the signature or signatures of the officers or other persons therein named.

### **FISCAL YEAR**

WHEREAS, it is desirable to establish a fiscal year for this Corporation for accounting and income tax purposes; it is July 1 – June 30.

RESOLVED, that the initial fiscal year of this Corporation will end June 30, 2023, and that each year thereafter this Corporation's fiscal year shall commence on the first day of July and shall terminate on the last day of June.

### **TAX EXEMPTION AND REGISTRATION**

WHEREAS, it is necessary for this Corporation to apply to the Internal Revenue Service for income tax exemption; it is

RESOLVED, a Form 1023, Application for Recognition of Exemption under Section 501(a) of the Internal Revenue Code shall be filed with the Internal Revenue Service, and a power of attorney appointing Craig Kepler its attorney-in-fact to represent this Corporation before any office of the Internal Revenue Service with respect to the exemption application.


#### **GENERAL AUTHORIZATION**

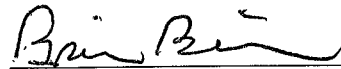
RESOLVED, that all actions of any officer or director of this Corporation prior to the date hereof in furtherance of the transactions and agreements described in or contemplated by the foregoing resolutions, are ratified, authorized and approved.

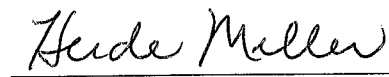
RESOLVED FURTHER, that the President or any other officer of this Corporation is authorized to certify to the adoption of the resolutions within this written action and to provide certified copies of such resolutions and any other resolutions to any party in connection with the transactions contemplated herein and to attest the execution of any document or instrument by any other party on behalf of this Corporation.

The actions taken by this written action have the same force and effect as if taken by the undersigned at a meeting of the Directors of this Corporation duly called and constituted pursuant to the laws of the State of Minnesota. This written action may be executed in two or more counterparts, each of which will be deemed an original for all purposes, and together will constitute one and the same consent

Action taken effective September 16, 2022.

  
Tom Plocher

  
Brian Bernier

  
Heide Miller