

**PROCEEDINGS OF THE BOARD OF DIRECTORS
OARC, INC.
APRIL 8, 2014**

The undersigned, constituting all of the Directors of OARC, Inc. (the "Company") in attendance at the Board of Directors' meeting held on April 8, 2014, hereby considered the following matters and adopted the following resolutions:

Change in Member Quorum Requirements:

WHEREAS, Article III, Section 4F of the Company's Bylaws provides that a majority of the members at any meeting of members shall constitute a quorum for the transaction of business; and

WHEREAS, it is in the best interests of the Company and its members to change the quorum requirement from a majority of the members to one-third of the members;

NOW THEREFORE, IT IS RESOLVED, that Article III, Section 4F of the Company's Bylaws shall be revised to provide that the presence in person or by proxy of one-third of the members at any meeting of members shall constitute a quorum for the transaction of business.

Electronic Voting

WHEREAS, Article III, Section 4H of the Company's Bylaws currently provides that members shall be entitled to vote at any meeting of members by voice or by written ballot; and

WHEREAS, it is in the best interest of the Company and its members to allow for electronic transmission of written ballots;

NOW, THEREFORE, IT IS RESOLVED, that Article III, Section 4H of the Company's Bylaws is hereby revised to provide that the requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member.

Voting by Members

WHEREAS, Article III, Section 2 of the Company's Bylaws currently provides that all members shall have the right to vote as set forth in the Bylaws; and

WHEREAS, it is in the best interest of the Company and its members to clarify voting procedures for the members;

NOW THEREFORE, IT IS RESOLVED, that Article III, Section 2 of the Company's Bylaws is hereby revised to provide that any such company, institution or other entity which qualifies for membership under Article III, Section 1 of these Bylaws shall be deemed to include, for purposes of voting, all of such company's, institution's or other entity's respective employees, agents and affiliates. In all cases, regardless of the

number of employees, independent contractors, agents or affiliates, such company, institution or other entity shall be entitled to only one vote on any matter which requires approval of the Company's members pursuant to the Bylaws.

Approval to Implement Changes:

RESOLVED, that all of the Board of Directors' actions as described herein are hereby ratified, confirmed, adopted and approved;

FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed to sign all documents and take all actions necessary and appropriate to implement the actions approved hereby.

This Proceedings of the Board of Directors shall be signed by those Directors in attendance at the meeting of the Board of Directors on the date hereof and shall be incorporated into the official minutes of such meeting.

Dated: April 8, 2014

_____, Director

_____, Director

_____, Director

_____, Director

_____, Director

_____, Director