

**PROCEEDINGS OF THE BOARD OF DIRECTORS
OARC, INC.
OCTOBER 14, 2014**

The undersigned, constituting all of the Directors of OARC, Inc. (the "Company") in attendance at the Board of Directors' meeting held on October 14, 2014, hereby considered the following matters and adopted the following resolutions:

Amended and Restated Bylaws:

WHEREAS, the original Bylaws of the corporation were adopted by the Directors of the Company as of June 30, 2008 (the "Original Bylaws") and have been amended from time to time by action of the Directors and the members of the Company; and

WHEREAS, it is in the best interests of the Company and its members to amend and restate the Original Bylaws in their entirety to incorporate all such amendments into a single document for ease of reference; and

WHEREAS, the Directors have reviewed the Amended and Restated Bylaws in the form attached hereto;

NOW THEREFORE, IT IS RESOLVED, that the Amended and Restated Bylaws, in the form attached hereto, are hereby ratified, confirmed, adopted and approved in their entirety, effective as of the date hereof, and shall hereafter constitute the Bylaws of the Company.

Revised Participation Agreement:

WHEREAS, it is in the best interests of the Company and its members to make certain revisions to the existing Participation Agreement, including a change in the voting eligibility of Beneficial Members; and

WHEREAS, the members have approved such change in the voting eligibility of Beneficial Members; and

WHEREAS, the Directors have reviewed the revised Participation Agreement in the form attached hereto;

NOW THEREFORE, IT IS RESOLVED, that the revised Participation Agreement, in the form attached hereto, is hereby ratified, confirmed, adopted and approved in its entirety, effective as of the date hereof.

Data Sharing Agreement:

WHEREAS, it is in the best interests of the Company and its members to require all Participants (as defined in the Participation Agreement) who wish to submit and access certain Data (also defined in the Participation Agreement) to enter into the Data Sharing Agreement in the form attached hereto; and

WHEREAS, the Directors have reviewed the Data Sharing Agreement in the form attached hereto;

NOW, THEREFORE, IT IS RESOLVED, that the Data Sharing Agreement in the form attached hereto, is hereby ratified, confirmed, adopted and approved in its entirety, effective as of the date hereof.

Approval to Implement Changes:

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

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: October 14, 2014

_____, Director

_____, Director

_____, Director

_____, Director

_____, Director

_____, Director