

**PROCEEDINGS OF THE BOARD OF DIRECTORS
OARC, INC.**

The undersigned, constituting all of the Directors of OARC, Inc. (the "Company") in attendance at the Board of Directors' meeting held on September _____, 2017, hereby considered the following matters and adopted the following resolutions:

Change in Election of Directors:

WHEREAS, Article IV of the Company's Bylaws provides that the members shall select six At-Large Members (as defined therein) who each have the authority to designate one representative as a member of the Board of Directors; and

WHEREAS, it is in the best interests of the Company and its members to change the method of selecting the Board of Directors so that all of the Directors are directly elected by the members of the Company;

NOW THEREFORE, IT IS RESOLVED, that Article IV of the Company's Bylaws shall be revised to provide that all of the Directors shall be elected by the members, and such change shall be effective beginning with the election of Directors at the Company's 2018 annual meeting of the members;

FURTHER RESOLVED, that in order to implement the above change, Sections 2, 3 and 4A of Article IV of the Company's Bylaws shall be deleted in their entirety and replaced with the following:

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS. The number of directors of the corporation shall be not less than five (5) nor more than eight (8), with the exact authorized number of directors to be fixed from time to time within such limits by vote of the members. The initial number of authorized directors shall be six (6). The Board shall be composed of persons [employed by or otherwise associated with a member organization / nominated by a member organization].

Section 3. ELECTION AND TERMS OF OFFICE OF DIRECTORS. The directors of the corporation shall be elected by a majority of the members from time to time, subject to the limitation on the number of directors as provided in Section 2 above. Each director shall serve for a term of two (2) years and may be appointed to serve no more than three (3) consecutive 2-year terms. Each director shall hold office until expiration of his or her term and until a successor has been appointed or elected. To the extent practicable, the terms of office for directors shall begin on the date of the annual meeting of the members, and shall be staggered so that the terms of approximately one-half (1/2) of the directors will expire each year.

Section 4. VACANCIES; RESIGNATIONS.

- A. Vacancies. A vacancy in the Board of Directors shall be deemed to exist upon the occurrence of any of the following: (i) the death, resignation, or removal of any director, (ii) the

Board of Directors by resolution declares vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, (iii) the authorized number of directors is increased, or (iv) any director duly elected shall refuse in writing to accept the position. A vacancy in the Board of Directors shall be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director elected to fill a vacancy shall hold office until a successor has been appointed and qualified.

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: September _____, 2017

Peter Hagopian, Director

Liam Hynes, Director

Jacques Latour, Director

George Michaelson, Director

Ondrej Sury, Director

Duane Wessels, Director