

**ACTION OF THE MEMBERS
OARC, INC.
October 12th, 2023**

The Members of OARC, Inc. (the "Company") in attendance at the Annual Meeting of the Members held on October 12th, 2023 considered the following matters and adopted the following resolutions:

Procedures for Changes in Qualification, Election and Term of Directors:

WHEREAS, the Company has previously adopted and approved revisions to Article IV of the Company's Bylaws regarding changes in the election and term of the Directors; and

WHEREAS, it is in the best interests of the Company and its members to approve additional revisions to Article IV of the Company's Bylaws in order to clarify the method and procedures for the qualification, election and terms of office of the Directors; and

WHEREAS, the Board of Directors has approved such changes to the Company's Bylaws;

NOW THEREFORE, IT IS RESOLVED, that Section 3 of Article IV of the Company's Bylaws (as previously amended) shall be further amended as follows, effective as of the date hereof:

Section 3. ELECTION AND TERM OF OFFICE OF DIRECTORS. The directors of this 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. So long as the corporation uses ranked voting for election of directors, the nominees for directors who are ranked from first through to one-half (1/2) of the total number of directors in such voting shall serve as directors for a term of two (2) years each, and if there are any remaining vacancies, the other nominees in such voting shall serve as a director for a one-year term in descending order of rank. Each director may be appointed to serve no more than three (3) consecutive terms (regardless of the length of such 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.

The Secretary of the Company shall incorporate this Action of Members into the official Minutes of the Members' Meeting held on the date hereof.

Dated: October 12th, 2023

Keith Mitchell, Secretary