

**Minutes of First Meeting of Board of Directors
of
Ritual Art Troupe
A California Nonprofit Public Benefit Corporation**

The board of directors of Ritual Art Troupe held its first annual meeting on March 4, 2016, at 304 Winfield Street, San Francisco, California, California. Written waiver of notice was signed by all of the directors.

The following directors, constituting a quorum of the full board, were present at the meeting:

Stardust William Doherty

Jacob Priestley (aka Jacob Breedlove)

Mark Alburger

There were absent:

None

On motion and by unanimous vote, Jacob Priestley (aka Jacob Breedlove) was elected temporary chairperson and then presided over the meeting. Stardust William Doherty was elected temporary secretary of the meeting.

The chairperson announced that the meeting was held pursuant to written waiver of notice signed by each of the directors. Upon a motion duly made, seconded, and unanimously carried, the waiver was made a part of the records of the meeting; it now precedes the minutes of this meeting in the corporate records book.

BYLAWS

There was then presented to the meeting for adoption a proposed set of bylaws of the corporation. The bylaws were considered and discussed and, on motion duly made and seconded, it was unanimously:

RESOLVED, that the bylaws presented to this meeting are adopted as the bylaws of the corporation.

RESOLVED FURTHER, that the secretary insert a copy of the bylaws in the corporate

records book and see that a copy of the bylaws is kept at the corporation's principal office as required by law.

FEDERAL AND CALIFORNIA TAX EXEMPTIONS

The chairperson made a motion to submit an application to the Internal Revenue Service to be exempt from payment of federal corporate income taxes as an educational organization under Section 501(c)(3) of the Internal Revenue Code. The motion carried unanimously.

The chairperson also made a motion to submit an application to the California Franchise Tax Board to acknowledge the corporation's federal tax exemption and its classification as exempt from payment of state corporate franchise taxes under Section 23701(d) of the California Revenue and Taxation Code. The motion carried unanimously.

ELECTION OF OFFICERS

The chairperson then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the offices shown after their names:

Jacob Priestley (aka Jacob Breedlove) President

Mark Alburger Vice President

Stardust William Doherty Secretary

Stardust William Doherty Treasurer

COMPENSATION OF OFFICERS

There followed a discussion concerning the compensation to be paid by the corporation to its officers. Upon motion duly made and seconded, it was unanimously:

RESOLVED, that no annual salaries be paid to the officers of this corporation.

CORPORATE SEAL

The secretary moved to not use a corporate seal for this corporation with said motion adopted unanimously.

PRINCIPAL OFFICE

After discussion as to the exact location of the corporation's principal office for the transaction of business in the county named in the bylaws, upon motion duly made and

seconded, it was:

RESOLVED, that the principal office for the transaction of business of the corporation shall be at 304 Winfield Street, in San Francisco, California.

BANK ACCOUNT

Upon motion duly made and seconded, it was:

RESOLVED, that the funds of this corporation shall be deposited with San Francisco Fire Credit Union.

RESOLVED FURTHER, that the treasurer of this corporation be and hereby is authorized and directed to establish an account with said bank and to deposit the funds of this corporation therein.

RESOLVED FURTHER, that any officer, employee, or agent of this corporation be and is authorized to endorse checks, drafts, or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts, and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by any one of the following:

Stardust William Doherty

Jacob Priestley (aka Jacob Breedlove)

Mark Alburger

RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this corporation signed as provided herein.

RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the board of directors of this corporation and until written notice of such revocation shall have been received by said bank.

RESOLVED FURTHER, that the secretary of this corporation be and hereby is authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on behalf of this corporation, and the adoption of said bank's standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions.

Since there was no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

Dated: March 4, 2016

Stardust William Doherty, Secretary