

**RESOLUTIONS OF THE  
BOARD OF DIRECTORS OF  
GLOBAL PAINT FOR CHARITY, INC.**

**April 17, 2017**

At a meeting of the Board of Directors (the "Board") of Global Paint for Charity, a Georgia nonprofit corporation (the "Company"), held on April 17, 2017, following a full discussion by the Board, upon motions duly made and seconded, the following resolutions were unanimously approved and adopted by all directors present.

*Approval of Organizational Documents*

**WHEREAS**, the Company was initially organized as a Georgia nonprofit corporation by filing Articles of Incorporation (the "Articles") with the Secretary of State of Georgia on October 17, 2011;

**WHEREAS**, the Company deems it necessary to amend its Articles to comply with the requirements of the Georgia Nonprofit Corporation Code (the "Code"); and

**WHEREAS**, the Company also deems it necessary to revise its Bylaws for the regulation and management of the affairs of the Company to comply with the Code and to better reflect current Company practices.

**NOW, THEREFORE, BE IT RESOLVED**, that the proposed Articles of Amendment to the Articles, in the form substantially attached hereto as Exhibit A, and the proposed Bylaws, in the form substantially attached hereto as Exhibit B, are hereby approved and adopted, and the Secretary of the Company is directed to note on the Bylaws the date of their adoption and to insert them in the Company's minute book.

*Appointment of Officers*

**FURTHER RESOLVED**, that the following persons are hereby appointed as the officers of the Company with the titles shown, to serve until their successors are appointed and qualify or until their earlier death, resignation, or removal:

<u>Name</u>	<u>Title</u>
Cliff Stanford	Chairperson
Rony Delgarde	President
[•]	Secretary
[•]	Treasurer

**FURTHER RESOLVED**, that the Board hereby authorizes and empowers the President of the Company to hire and employ other assistants, agents and employees, for whatever duties, at whatever compensation and on whatever terms and conditions that the President may deem necessary or desirable.

*Valuation Tool Approval*

**FURTHER RESOLVED**, that the Board hereby approves the use of the valuation tool, in substantially the form attached hereto as Exhibit C, which permits donors of paint to calculate the value of a paint donation, thereby determining whether a paint donation or a cash donation is more valuable.

*General Authorizations*

**FURTHER RESOLVED**, that the officers of the Company are hereby authorized and directed in the name and on behalf of the Company, to make all arrangements, to do and perform all such acts and things, and to execute, file and deliver all documents, instruments and other papers and to take any and all other action as they shall, in their judgment, deem necessary, proper or advisable to carry into effect the purposes and intents of the foregoing resolutions.

**Exhibit A**

**Articles**

**Exhibit B**

**Bylaws**

**Exhibit C**

**Valuation Tool**