GLOBAL PAINT FOR CHARITY

MINUTES OF THE
MEETING OF THE BOARD OF DIRECTORS

HELD ON December 18, 2017

The meeting (the "Meeting") of the Board of Directors (the "Board") of Global Paint for Charity ("GPC") was held at Alston & Bird LLP ("A&B") at 1201 West Peachtree Street, Atlanta, GA 30309 at 11:00 a.m. EST on December 18, 2017. Rony Delgarde, Homer Torres, Vickie Irwin, James Tompkins, Sam Tandon, Ted Williams and Cliff Stanford attended the Meeting in person. Mr. Stanford called the Meeting to order at 11:12 a.m. EST. Mr. Stanford introduced Mr. Torres, the newest member of the GPC Board.

Prior Board and Committee Minutes

Mr. Stanford reviewed the October 5, 2017 minutes for the Board.

Following a motion by Ms. Irwin that was duly made and seconded by Mr. Stanford, the Board approved the October 5, 2017 Board meeting minutes. Messrs. Tompkins and Torres abstained. The October 5, 2017 minutes are attached hereto as **Exhibit A**.

Following a motion by Mr. Tompkins that was duly made and seconded by Mr. Delgarde, the Board unanimously approved the (i) August 9, 2017, (ii) September 25, 2015, and (iii) November 29, 2017 Nominating and Governance Committee meeting minutes ("NGC Minutes"). The NGC Minutes are attached hereto as **Exhibit B**.

Following a motion by Mr. Williams that was duly made and seconded by Mr. Stanford, the Audit Committee unanimously approved the October 5, 2017 and December 15, 2017 Audit Committee meeting minutes ("Audit Committee Minutes"). The Audit Committee Minutes are attached hereto as **Exhibit C**.

General Update on Global Paint Activities

Mr. Delgarde provided the Board an update on GPC's activities, including (i) a partnership with UPS and Wells Fargo to ship approximately 4,000 gallons of paint to Haiti to aide with recovery efforts in the wake of Hurricane Matthew, including GPC's commitment to paint 12 churches, 17 schools, and 300 houses; (ii) a similar partnership with UPS and Wells Fargo to ship paint to the Dominican Republic; (iii) GPC's retention of a social media/marketing research firm, Pinnacle View, to audit, on a largely pro-bono basis, GPC's social media presence/marketing strategy; and (iv) GPC's marketing efforts on Facebook and local radio.

Haiti

Mr. Delgarde explained to the Board that GPC's goal is to donate 20,000 gallons of paint to Haiti, and that, as with all countries that GPC provides charitable goods and services to, GPC works

with local ambassadors to coordinate with local governments to best maximize GPC's efforts. Mr. Delgarde noted that GPC is working with reporters to set up media events with the Mayor of Port-au-Prince in connection with GPC's efforts. Mr. Delgarde further noted that shipping costs were covered by UPS.

Dominican Republic

Mr. Delgarde explained to the board that GPC's efforts and strategies in the Dominican Republic will be similar to GPC's Haitian efforts.

Pinnacle View

Mr. Delgarde discussed Pinnacle View's services generally, noting that the audit and initial Pinnacle View recommendation will be done on a pro bono basis, but that Pinnacle View will charge GPC for implementation of any strategies if GPC deems use of Pinnacle View's services appropriate. The Board questioned whether the Pinnacle View audit will be done with the goal of increasing GPC's monetary (as opposed to in-kind) donations, and Mr. Delgarde indicated it would.

Marketing Efforts

Mr. Delgarde noted Ms. Irwin's stewardship of GPC's social media accounts has led to increased traffic over recent months, and that GPC has been increasing its visibility via Mr. Delgarde's recent appearance with a local radio personality, "The Green Guy."

Audit Committee Report and Discussion

Mr. Stanford updated the Board on the GPC financial statements and the recent meeting of the Audit Committee. Mr. Stanford noted that the financial statements have not been updated since August 31, 2017, but that the Audit Committee is in the process of revising and compiling financial statements as of December 31, 2017, which will be distributed to the larger Board sometime in January.

Global Paint Strategy Session Planning and General Strategic Update

Mr. Tandon discussed GPC's efforts to secure additional warehouses in the metro Atlanta area (specifically, the Tucker area), as well as efforts to secure partnerships with DeKalb county whereby GPC would be able to use the county's trucks for free. Mr. Tandon announced that GPC has secured at least one commitment for leasing warehouse space for free, beginning January 2018. Further, Mr. Tandon expressed interest in reaching out to local businesses to tap into such entities' corporate social responsibility ("CSR") budgets to help cover the costs of donations (monetary, goods and services). Mr. Tandon noted that securing the facility space and the trucks would be instrumental in GPC's larger marketing efforts, including branding, and visibility. Mr. Williams updated the board on GPC's recent inclusion in various local businesses' newsletters, and how such inclusion will help with his efforts to secure additional partnerships, including a potential partnership with Sherwin-Williams.

Mr. Delgarde updated the Board on his efforts to secure charitable donations and services and expand GPC into new spaces, including recruiting college students to help paint, inmate reintegration efforts, and securing funding to pay immigrants a small amount of compensation for painting with GPC through grants from the Metro Atlanta Chamber of Commerce.

Mr. Stanford moved the Board's attention to setting up a date for a half-day GPC strategy session, sometime in January 2018. The Board tentatively scheduled the strategy session for January 15, 2018, but resolved to review a set list of dates and determine a definitive date within the coming days.

Nominating and Corporate Governance Committee Report

Mr. Tompkins presented to the Board, and led a discussion of, a summary of GPC Board recruitment as of December 2017 (the "Summary"), a copy of which is attached hereto as **Exhibit D**. Mr. Tompkins requested the Board's input to the Summary and noted that he would revise the Summary as he received Board input.

Director and Officer Insurance Policy

Mr. Tandon led a discussion of GPC's efforts to secure liability insurance for GPC's directors and officers ("D&O Policy"). Mr. Delgarde noted that he had secured a quote on a D&O Policy, a copy of which is attached hereto as **Exhibit E**.

Following a motion by Mr. Torres that was duly made and seconded by Mr. Tandon, the Board unanimously approved the D&O Policy, with Mr. Delgarde's commitment to execute the policy and the Board's commitment to review additional policies on a going forward basis.

Fundraising Committee Charter Review and Discussion

Ms. Irwin updated the Board on GPC's fundraising and marketing efforts, particularly with regard to social media. Ms. Irwin noted that she had secured a $2,000 donation from Georgia Power, and how GPC's increased social media presence has been instrumental to securing such funding.

Ms. Irwin presented the Board with a draft of the "External Affairs and Development Committee Charter" ("Fundraising Charter"), a copy of which is attached hereto has **Exhibit F**. The Board engaged in a thorough discussion of the Fundraising Charter, including the Fundraising Charter's focus on fundraising, public relations, and marketing. Mr. Tompkins proposed a number of updates to the Fundraising Charter.

Following a motion by Mr. Tompkins that was duly made and seconded by Mr. Torres, the Board unanimously approved the Fundraising Charter, conditioned upon including Mr. Tompkins' proposed changes.

CRM Update

Mr. Williams led a discussion regarding CRM data and the importance that the Board review such data. Mr. Delgarde noted that he has provided the Board access to the CRM data, and that he would circulate additional necessary security information to ensure proper Board access.

Using Committee Charters as a Tool

Mr. Tompkins tabled the discussion for the following Board meeting.

Term Expirations and Board Elections

Mr. Stanford noted that Ms. Irwin's term as a Board member had expired and Mr. Torres needed to be duly elected to the GPC Board.

Following a motion by Mr. Tompkins to elect Ms. Irwin and Mr. Torres each to three-year terms as GPC directors that was duly made and seconded by Mr. Williams, the Board unanimously approved the election of Ms. Irwin and Mr. Torres to the GPC Board.

Executive Session

Mr. Delgarde exited the room during the executive session.

The Board met in executive session.

Next Meeting Date

There being no further business, the Board adjourned the meeting at 1:02 p.m.

/s/ John Gerl
Mr. John Gerl
Secretary of the Meeting

Exhibit A

GLOBAL PAINT FOR CHARITY

MINUTES OF THE
MEETING OF THE BOARD OF DIRECTORS

HELD ON October 5, 2017

The meeting (the "Meeting") of the Board of Directors (the "Board") of Global Paint for Charity ("GPC") was held at Alston & Bird LLP ("A&B") at 1201 West Peachtree Street, Atlanta, GA 30309 at 11:00 a.m. EST on October 5, 2017. Rony Delgarde, Tom Gregory, Vickie Irwin, James Tompkins, Sam Tandon, and Cliff Stanford attended the Meeting in person. Ted Williams attended by telephone. Mr. Stanford called the Meeting to order at 11:10 a.m. EST. Mr. Stanford introduced Mr. Tandon, the newest member of the GPC Board.

Prior Board Minutes

Following a motion by Mr. Tompkins that was duly made and seconded by Ms. Irwin, the Board unanimously approved the July 14, 2017 Board meeting minutes. The July 14, 2017 minutes are attached hereto as **Exhibit A**.

Audit Committee

Mr. Gregory provided the Board with a presentation of the proposed procedures to improve the organization of the inventory in the Norcross warehouse and the potential impact on GPC's ability to accurately prepare and report its financial statements. The inventory improvement plan is attached hereto as **Exhibit B**. The Board agreed to review the plan and discuss implementation at the next Board meeting.

Mr. Gregory presented and led a review of the GPC unaudited financial statements for the eight months ending August 31, 2017, attached hereto as **Exhibit C**, and a review of what the Audit Committee discussed in the Audit Committee Meeting held prior to the Meeting. Mr. Gregory specifically directed the Board to the note on the financial statements regarding the classification of revenue of $880,000 of paint contributions and $78,599 of freight donated by Earth Paints, a 501(c)(3) recycling organization. A discussion ensued regarding the 501(c)(3) status of Earth Paints. Mr. Delgarde agreed to confirm the charitable status of Earth Paints. Mr. Gregory discussed the valuation of the inventory from Earth Paints and how it should be properly recorded on the balance sheets in accordance with GAAP and FASB standards. Mr. Delgarde disagreed with Mr. Gregory's analysis of the proposed valuation of the paint based on valuations of other paint-recycling 501(c)(3) organizations. The Board engaged in a thorough discussion regarding valuation of the paint for auditing and financial statements purposes. Mr. Tompkins proposed tabling the discussion for the Audit Committee. Mr. Stanford noted the Audit Committee discussed the valuation issue generally, but further noted that the Audit Committee was in need of certain additional material information (whether the paint was recycled or not recycled, the source of the paint, the charitable status of the donors, and certain inventory information which would likely not be obtained until after implementation of inventory organization procedures) in order to finalize the financial statements for future auditing purposes. The Board agreed to revisit the inventory valuation issue for the next Board meeting, with the understanding that the Audit Committee, specifically Mr. Gregory and Mr. Vildor, would conduct further research and revise the financials. Mr. Gregory expressed that the financial statements would be ready for auditing by the end of the 2017.

Mr. Vildor and Mr. Gregory discussed filing of Form 4990 (with accompanying schedules) and determined that the Form is in order and ready to be filed.

The Board thanked Mr. Gregory and Mr. Vildor for their work on the financial statements.

General Update on GPC

Mr. Delgarde provided the Board with an update regarding the status of GPC's existing paint donation partnerships, highlighting GPC's increased donations, now up to 40,000 gallons, to developing countries (including Liberia, Congo, Ghana, Honduras, the Dominican Republic, and Haiti), and to local organizations, including the King Center. Mr. Delgarde presented before and after photos of GPC's recent projects, all of which are either uploaded to the website or are in the process of being uploaded. Mr. Delgarde noted that some of the paint will be going relief efforts in order to aid the victims of Hurricanes Maria and Jose. Mr. Delgarde also highlighted GPC's winning of the New Venture award from the Metro Atlanta Chamber of Commerce's annual E-3 Awards, which recognizes companies, organizations, and individuals working to conserve metro Atlanta's natural resources, develop clean technologies to enhance our economy and environment, support sustainable projects and initiatives, and collaborate on solutions through university connections, marketing and education.

Mr. Delgarde discussed an upcoming partnership and paint drive with Gwinnett County as part of Gwinnett County's America Recycles Day, to be held on November 18, 2017 at the Gwinnett Braves Stadium in Lawrenceville. Mr. Tandon pledged to pass the information along to his connections at GHCC. Ms. Irwin was tasked with providing logistical support for the event.

Ms. Irwin suggested that Mr. Delgarde provide a monthly update of GPC's charitable activities in order to improve fundraising efforts. Mr. Delgarde agreed to provide the Board with his presentation materials on an ongoing basis.

Nominating and Corporate Governance Committee

Mr. Tompkins led a discussion of the new NCGC Charter for the Board, explaining its purpose and provisions. Mr. Tompkins walked the Board through the NCGC Charter. Following a motion by Mr. Gregory that was duly made and seconded by Ms. Irwin, the Board unanimously approved the NCGG Charter.

Mr. Tompkins led a discussion on how the Board has grown and of Board recruiting generally. The Board discussed identifying new Board members with (1) marketing expertise, (2) experience in managing charitable organizations, and (3) strong technology backgrounds. The Board discussed the recruiting process generally and a gap analysis of Board needs. Ms. Irwin noted the importance of data security in light of the Equifax breach which left 145 million Americans' personal data exposed. The Board discussed accounting systems, inventory systems, donation information, and how technology expertise could improve GPC's ability to grow and better serve the global and local community. Mr. Tompkins noted the Board would like to expand by up to three members in the future.

A discussion ensued regarding specific technology gaps to be addressed, with the Board agreeing that marketing expertise was the most pressing gap to be filled. Mr. Tandon discussed marketing GPC as a charitable organization and marketing the value of the paint itself. Mr. Tandon expressed the need for a dedicated marketing staff or Board member responsible for marketing tasks.

Mr. Tandon discussed branding generally and other charitable organizations GPC may consider emulating in order to achieve the Board's five-year strategic plan. Mr. Tompkins suggested putting Board recruitment on hold until GPC produces a concrete five-year strategic plan. Mr. Gregory noted that GPC has cash flow limitations, given that most of GPC's donations are in-kind in the form of paint, which could present obstacles in marketing and branding efforts. Mr. Tandon noted that some organizations, such as 1-800-GOT-JUNK, are able to increase cash flow by charging a fee for collecting discarded items, and prompted the Board to consider a similar model. Mr. Tompkins proposed that the Board form an ad-hoc committee to explore and

revise the strategic plan to present to the full Board. Mr. Delgarde expressed misgivings in charging fees for collecting paint because he did not want to give the impression that GPC was charging for paint. The Board agreed to table the discussion revising its model and of creating an ad-hoc committee for the next Board meeting.

Fundraising

Ms. Irwin presented the Board with GPC's initiatives to raise awareness of GPC and the impact raised awareness would have towards fundraising efforts. The initiatives included (1) an opportunity to co-brand a project with Georgia Power to be held around Earth Day, (2) attending and networking with local entrepreneurs at a recent fundraising event hosted by the Atlanta chapter of the Greater Women's Business Council, (3) attending and networking at a meeting of local minority entrepreneurs who focus specifically on global charities, (4) an upcoming meeting with the Russell Foundation to solicit donations and support, (5) an online reality television-style series following Ms. Irwin and her fiancée as they plan for their wedding, with donations to GPC in lieu of wedding gifts, and (6) providing tips to the Board on how to increase GPC's social media presence via corporate profiles, imbedded donation links, and ongoing initiatives tied to multicultural holidays.

The Board then turned to a general discussion regarding GPC's aid effort in Puerto Rico in response to Hurricane Maria. Mr. Tandon suggested an initiative wherein GPC would donate one gallon of paint for every $10 donated to Puerto Rico in light of the Maria, and discussed implementing this model generally going forward. Mr. Delgarde noted that typically an organization needs to be recognized as part of the groups of charitable organizations that provide aid 3-5 years prior to a natural disaster, which will limit GPC's ability to immediately solicit large-scale donations, although Mr. Delgarde noted that, given the severe property destruction, GPC will be needed in the months and years to come and will continue to focus efforts towards Puerto Rican aid.

Mr. Tandon suggested a new tagline for GPC, "PUTTING ON THE FINISHING COAT." The Board was receptive to the tagline, but tabled any formal action for future meetings.

The Board further discussed the Gwinnett recycling event as a fundraising initiative and how the initiative could increase GPC cash flow generally.

Mr. Tompkins proposed starting a Fundraising Committee chaired by Ms. Irwin, with Mr. Delgarde and Mr. Tandon as members. The Fundraising Committee would develop a charter and a fundraising initiative. Following a motion by Mr. Gregory that was duly made and seconded by Mr. Tompkins, the Board unanimously approved the creation of the Fundraising Committee.

Mr. Tompkins left the meeting at 12:40 p.m.

Ms. Irwin proposed a different name for the Fundraising Committee. Ms. Irwin delivered research to the Board regarding naming and structure of committees. The Board agreed to table the discussion for the following Board meeting. Ms. Irwin's research is attached hereto as **Exhibit D**.

Website Review and Discussion

Mr. Stanford addressed the general state of GPC's website and asked that each Board member review the website and provide feedback.

New Business

Mr. Tandon suggested Board members create a separate Facebook/Twitter page for their GPC-related profiles, as those two platforms are the most international and likely to increase fundraising and donations. Mr.

Delgarde noted GPC has a strong Facebook following, with approximately 1400 followers as of October 5, 2017.

Executive Session

Mr. Delgarde exited the room during the executive session.

The Board met in executive session.

There being no further business, the Board adjourned the meeting at 1:13 p.m.

/s/ John Gerl
Mr. John Gerl
Secretary of the Meeting

Exhibit A

GLOBAL PAINT FOR CHARITY

MINUTES OF THE
MEETING OF THE BOARD OF DIRECTORS

HELD ON July 14, 2017

The meeting (the "Meeting") of the Board of Directors (the "Board") of Global Paint for Charity ("GPC") was held at Alston & Bird LLP ("A&B") at 1201 West Peachtree Street, Atlanta, GA 30309 at 11:00 a.m. EST on July 14, 2017. Rony Delgarde, Tom Gregory, Vickie Irwin, James Tompkins, Ted Williams and Cliff Stanford attended the Meeting in person. Mr. Stanford called the Meeting to order at 11:03 a.m. EST. Mr. Williams was not present at the time of convening the meeting.

Prior Board Minutes

Mr. Tompkins noted that the minutes of the April 13, 2017 meeting mistakenly indicated that he had abstained from the vote pertaining to approval of the audit committee minutes, which is incorrect as he is not a member of that committee. Mr. Tompkins agreed that this correction would be noted in the subsequent meeting minutes. Following a motion by Mr. Delgarde that was duly made and seconded by Mr. Tompkins, the Board approved the April 13, 2017 Board meeting minutes, as corrected.

General Update on GPC

Mr. Delgarde provided the Board with an update regarding the status of GPC's existing paint donation partnerships, highlighting the success of a shipment to Liberia for painting school facilities including a school for young women. He also described a shipment to Congo for painting homes, noting the logistics concerns for ensuring that this shipment reaches its destinations.

Mr. Delgarde discussed the Georgia Power event on June 29th, at which Ms. Irwin arranged to have Mr. Delgarde present an overview of Global Paint. Ms. Irwin described that this was not a fundraising event, but may lead to opportunities for various resource groups within the company to help take on volunteer projects with Global Paint.

(Mr. Williams joined the meeting at 11:15 a.m.)

Mr. Delgarde and Ms. Irwin discussed the donation of 450 gallons of paint to the King Center, which is anticipating its 50th anniversary celebration. The project is ongoing. There were photo opportunities with Ms. Bernice King, daughter of Dr. Martin Luther King, Jr., and a photo publication waiver was obtained. Spectrum Paint mixed the paint for this event, which was paid for by Global Paint at a discounted cost of $4/gallon, with 5 gallon paint buckets provided by Global Paint. This cost was partially offset by a $1300 donation by the King Center as requested by Mr. Delgarde.

Ms. Irwin noted that the minutes should include reference to Global Paint's recognition by the Austrian Consulate as recipient of the National Energy Globe Award 2017 for the United States on June 6, 2017.

Mr. Gregory asked for additional information regarding the damaged shipment to Honduras, and Mr. Delgarde described the circumstances. The recipient contributed $4,000 towards shipping, and an insurance claim will be coordinated with assistance from Alston & Bird.

Mr. Tompkins asked Mr. Delgarde to discuss his comment that the valuation tool placed on the Global Paint webstie had led to a significant decrease in paint donations. Mr. Delgarde described that from May 15 to the current date, there had only been 2 small donations, but that these paint donors had also donated cash. Mr. Delgarde indicated that this was a significant drop from the prior six months and from the same period a year earlier, in which there had been 12 or more paint donations. The Board discussed whether there was any clear cause and effect, whether the tool had been marketed appropriately, and determined to table the issue until a subsequent meeting when more data was available.

Mr. Williams requested that Mr. Delgarde provide access to Global Paint's Salesforce database to ensure that the entity was tracking contacts appropriately to maximize opportunities.

Audit Committee

Mr. Gregory led a review of unaudited financial statements provided to the Board. He noted specifically that the cash position of GPC is very low. He noted that until such time as an inventory of GPC's paint could be compiled and verified, together with Mr. Daniel Vildor, CPA, the financial statements are not sufficiently complete. He expected this to occur in advance of the next board meeting.

Ms. Irwin requested information regarding the location of the inventory, which Mr. Delgarde confirmed is primarily in a warehouse in Norcross, GA. Mr. Williams noted that the ~$4 million inventory of paint previously recorded had been reduced. Mr. Gregory indicated that this is because we should only be reporting the inventory held in Norcross, not other potential "earmarked" donations which have not yet been received. The Board discussed the "in-kind contributions" line, which reflects expenses that Mr. Delgarde has incurred personally. Mr. Williams requested that the Board gain further information as to Mr. Delgarde's personal contributions (cash and in-kind). Mr. Tompkins noted that this is a potential risk issue. Mr. Delgarde noted that his in-kind and cash contributions in 2017 have been $0. Ms. Irwin noted that GPC should have a procedure with regard to tracking in-kind contributions, in order to ensure tax benefits are maintained for the contributors. She also noted that in the absence of such a procedure, it is challenging for GPC to come up with an effective budget. Mr. Gregory noted that there is some lack of clarity generally in the unaudited financial statements provided, and agreed that GPC needs additional clarity and accuracy going forward. Mr. Gregory confirmed that GPC has a single bank account. Mr. Gregory also described that the efficiency ratio of .93 is a distorted ratio, skewed by the in-kind expenses line. Ms. Irwin remarked that this will be an important factor in presentation of GPC for fundraising purposes.

The Board discussed the pro bono services of Mr. Vildor and whether alternative providers could be identified. It was the sense of the Board that the issue would be tabled until such time as GPC's financials could be clarified.

Mr. Tompkins requested that the Audit Committee draft a committee charter for approval at the next board meeting.

The Board thanked Mr. Gregory for his work on the financial statements.

Corporate Governance

Mr. Stanford led a discussion of revisions to the articles of incorporation and bylaws and appointment of corporate officers. After a thorough discussion, which included several agreed-upon revisions, the Board unanimously adopted resolutions approving amendments to the articles and bylaws and the appointment of officers as reflected in the attached Exhibit A.

Board Nominations

Mr. Tompkins led a discussion of the status of board member recruitment efforts. Mr. Tracy Gray decided not to pursue board membership due to other obligations. Mr. Tompkins discussed the status of recruitment efforts overall based upon the board's gap analysis approach. He requested that Ms. Irwin help identify candidates with fundraising experience and that Mr. Williams pursue candidates with paint industry experience. Mr. Williams suggested corporate targets such as homebuilders based in Atlanta, or other large corporate entities in related industries. The Board discussed the management level of candidates, and determined that board members should all consider their contacts for potential candidates. Mr. Tompkins reiterated that the board should follow its agreed-upon process for recruiting board members, and the board agreed. It was also agreed that Mr. Williams would reach out to Mr. David Biondi as a potential candidate.

New Business

Mr. Tompkins suggested that the Board consider identifying a pro bono "executive director" to assist with the day to day of the organization. Mr. Delgarde agreed to compile, potentially based upon materials provided by Mr. Gray, a job description that could be posted on volunteer websites.

Executive Session

The board met in executive session and determined that, subject to establishing appropriate tax withholdings, each board member would make a regular $100 monthly contribution to Global Paint "earmarked" to help pay Mr. Delgarde a regular stipend to defray his expenses.

There being no further business, the Board adjourned the meeting at 1:00 p.m.

/s/
Mr. Cliff Stanford
Secretary of the Meeting

Exhibit A

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

July 14, 2017

At a meeting of the Board of Directors (the "Board") of Global Paint for Charity, a Georgia nonprofit corporation (the "Company"), held on July 14, 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:

Name	Title
Clifford S. Stanford	Chairperson
Rony Delgarde	President
Rony Delgarde	Secretary
Rony Delgarde	Treasurer

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 B

Global Paint for Charity, Inc.
Paint Warehouse

Daniel Vildor, pro bono accountant and Thomas Gregory visited GPC's Atlanta warehouse on September 21, 2017 to take a physical inventory of the paint. We were unable to conduct the inventory because the paint was not segregated by color or by one gallon or five gallon quantities.

Setting up a perpetual inventory system has the advantages of both providing up-to-date inventory balance information and requiring a reduced level of physical inventory counts.
Under the perpetual inventory system, GPC can continually update its inventory records to account for the additions and subtractions for inventory.

To put the perpetual inventory system in place will require the assistance of volunteers to help organize the paint.

Proposed Improvement Plan:

1. Segregate or dispose of all opened one gallon cans and five gallon containers.
2. Separate unopened one gallon and five gallon paint containers by color.
3. Check shelf life of the unopened one gallon and five gallon containers and place them in order of expiration dates.
4. Put signs on the wall denoting the color and whether paint is in one gallon or five gallon.
5. Take physical count of each paint color and paint can/container size which will represent the beginning inventory balances.
6. Record color of paint, size one gallon or five gallon on inventory sheet.

Exhibit C

Global Paint for Charity
Statement of Activities
For the Eight Months ended August 31, 2017

			Notes
Revenues:			
Cash Contributions	$	25,747	
Fundraising		-	
In- Kind Non Paint Contributions		2,850	
In- Kind Paint Contributions		101,312	Excludes $880,800 of paint contributions and $78,599 of freight donated by Earth Paints, a 501c 3 recycling organization. In order for GPC to recognize revenue on these in kind donations it must meet both of these citeria- it decides who and where the paint is shipped to **and** bears the risks and rewards if they are lost or destroyed. If both criteria are not met then GPC is acting as an agent. GPC does not meet the second criterion therefore, it should not recognize revenue from this donor.
Total Revenues	$	129,909	
Expenses:			
Bank Fees	$	164	
Cell Phone		867	
Dues & Subscriptions		413	
Freight		8,902	
Fuel		1,243	
Insurance		873	
Internet		397	
Licenses and Permits		148	
Marketing		1,606	
Meals & Entertainment		959	
Office Supplies		612	
Parking & Tolls		171	
Postage & Delivery		744	
Rental- Equipment		978	
Rent-Storage		3,094	
Supplies		1,031	
Travel- Airfare		543	
Travel- Lodging		169	
Uniform		68	
In-Kind Expenses Non Paint		2,850	
In-Kind Paint Shipments		121,968	Excludes same amounts as noted above.
Total Expenses	$	147,800	
Change in Net Assets	$	(17,891)	
+ Beginning Net Assets		157,079	
= Ending Net Assets	$	139,188	

Global Paint for Charity
Statement of Financial Position
As of August 31, 2017

Assets		
Cash	$	5,551
Paint Inventory Without Donor Restrictions		133,637
Total assets	$	139,188
Liabilities and Net Assets		
Net assets:		
Net Assets without Donor Restrictions	$	139,188
Total liabilities and net assets	$	139,188

Global Paint for Charity
Statement of Cash Flows
For the Eight Months ended August 31, 2017

Cash Flow from Operating Activities	
Change in net assets	$ (17,891)
Change in operating assets and liabilities	20,656
Net cash provided by operating activities	2,765
Cash at beginning of year	2,786
Cash at end of year	$ 5,551

Global Paint for Charity
Statement of Functional Expenses
For the Eight Months ended August 31, 2017

	Management and Administration	Fundraising	Programs	Totals
Expenses:				
Bank Fees	$ 164			$ 164
Cell Phone	867			867
Dues & Subscriptions	413			413
Freight			8,902	8,902
Fuel			1,243	1,243
Insurance			873	873
Internet	397			397
Licenses and Permits			148	148
Marketing		1,606		1,606
Meals & Entertainment		959		959
Office Supplies	612			612
Parking & Tolls	171			171
Postage & Delivery	744			744
Rental- Equipment			978	978
Rent-Storage			3,094	3,094
Supplies	516		515	1,031
Travel- Airfare	543			543
Travel- Lodging	169			169
Uniform			68	68
In-Kind Expenses Non Paint	2,850	-		2,850
In-Kind Paint Shipments			121,968	121,968
Total Expenses	$ 7,446	$ 2,565	$ 137,789	$ 147,800
Operational Efficiency	$ 0.05	$ 0.02	$ 0.93	$ 1.00

Exhibit D

Nonprofit Board Committees

From our consulting work with hundreds of nonprofits we have developed a keen appreciation for the role of a well-functioning board committee structure in helping the organization to achieve success. In our experience, most nonprofit organizations have too many board committees doing too little work.

A typical nonprofit has a plethora of committees: Finance, Personnel, Facilities, Program, Nominating, Membership, Fund Development, and of course an Executive Committee. Often, when one committee malfunctions, the board appoints another. For example, when the Development Committee fails to raise funds (or even to meet), the board may appoint a special Annual Giving Committee to manage the yearly fund appeal. When none of this actually produces any appreciable increase in donations, it may then charter a Major Gifts Committee to go after big donors.

The work of multiple separate committees may also overlap and interfere with each other. For example, after extensive study of competitors, the economy and the year's performance, the Personnel Committee decides employees deserve a 4% raise in the coming year. They forward this recommendation to the Finance Committee, which determines that whatever the staff deserves there is only enough money in the next year's budget for a 2% raise. The result: wasted effort and possible tensions between committees.

Most nonprofits can benefit from following a simpler three-committee structure, consisting of Internal Affairs, External Affairs, and Governance.

The Three-Committee Structure

Internal Affairs Committee

This committee focuses on all internal and operational issues coming before the board. These include issues related to finance, investments, capital acquisitions, human resources, and facilities.

Often, when these issues are put before separate committees, the process is slowed. For example, in the example regarding raises given above, it is better to have the discussion of pay equity and finances occur in the same room at the same time. Similarly, it is folly for a separate Facilities Committee to make plans regarding anything from a boiler replacement to a major building project without reference to the financial impact and thus the Finance Committee. Bringing all internal issues related to expenditures under one committee's jurisdiction streamlines the process.

External Affairs Committee

This committee focuses on all external issues, including fundraising, public relations, publications (such as the annual report) and marketing.

These issues often overlap. Public relations efforts should be crafted to help fundraising and vice versa. Also, as described above, nonprofits sometimes attempt to sidestep a failing Fundraising Committee by creating other vehicles. One committee charged with fundraising and other external matters makes it clear where the responsibility lies.

Governance Committee

This committee is responsible for the health and functioning of the board. It recruits and nominates new members, evaluates the performance of the board itself, orients, trains and educates board members, and produces board materials, such as board books.

This committee is arguably the most important of the three. It is responsible for ensuring the good functioning of the board today and for recruiting and preparing tomorrow's leaders. It grows out of the Nominating Committee function present in most boards, and encompasses the overall health of the board.

The Role of the Executive Committee

Many nonprofits have an Executive Committee, composed of board leaders. These committees usually begin life with a mandate to "take care of issues that come up between board meetings," and work with the executive to organize the board meetings themselves. Over time, however, an Executive Committee can begin to usurp the role of the board. It works closely with the executive and so hears of issues before they come to the board, and often helps the executive to resolve them in advance of the next board meeting. As a result, board meetings risk becoming a series of reports by the executive committee and the executive on actions they have taken. This can lead board members to feel they have no meaningful role in decision-making.

Our advice: if your board meets fairly frequently (monthly or bimonthly), task your Executive Committee with organizing the agenda for the next board meeting and nothing more. (The only exception should be a true crisis in which the executive needs help.) For nonprofits that meet less frequently (perhaps quarterly), consciously limit the Executive Committee's activities to routine business so that meetings of the full board are the venue for strategic discussions.

Officers

The typical nonprofit has a President (or Chair), one or more Vice Presidents (or Vice-Chairs), a Treasurer and a Secretary. The role of any Vice Presidents is simply to remain available for the odd occasion when the President is ill or otherwise absent, and then to fill in by chairing a board meeting. Meanwhile, the Chairs of the standing committees typically have no other official role. In order to avoid having Vice Presidents without leadership roles and Committee Chairs with responsibility for major functions who are not officers, we recommend the following structure:

- President
- Vice President for Internal Affairs
- Vice President for External Affairs
- Vice President for Governance
- Secretary

In this way the three Vice Presidents are the heads of the three committees. The Vice President for Internal Affairs is also the Treasurer. This group, by the way, constitutes the Executive Committee. Staff can be assigned to support each of the committees:

- Internal Affairs - Chief Financial Officer and Director of Human Resources
- External Affairs - Development Director
- Governance - Executive Director

The President and Executive Director should try to attend as many committee meetings as possible, but the appropriate Vice President, supported by and working closely with the appropriate staff person, can manage most of each committee's work. In smaller nonprofits, where the Executive Director must support all board committees, this arrangement can be a significant timesaver.

Advantages

The three-committee structure has several key advantages:

- Each board member need only serve on one committee at a time in order for each committee to engage one third of the board.
- Fewer committees means fewer committee meetings, making for less work by the staff and fewer demands on the board. Everyone can focus on the job at hand rather than on the mechanics of scheduling, preparing for, and managing meetings.
- Because of their small number, and their direct tie to the leadership of the board, the accountability lines of the three committees are clearer.
- Board meetings can be organized around the three committees' reports, reinforcing the importance of their work.

Exhibit B

GLOBAL PAINT FOR CHARITY, INC.

MINUTES OF THE MEETING OF THE NOMINATING & GOVERNANCE COMMITTEE

HELD ON AUGUST 9, 2017

The meeting (the "Meeting") of the Nominating & Governance Committee (the "Committee") of Global Paint for Charity ("GPC") was held telephonically at 5:30 p.m. EST on August 9, 2017. Messrs. Rony DelGarde, Tom Gregory, James Tompkins, and Cliff Stanford attended the Meeting, with Mr. Tompkins serving as Secretary of the Meeting. Mr. Tompkins called the Meeting to order at 5:35 p.m. EST.

Board Candidate Discussion

The Committee discussed Mr. Sam Tandon as a potential director candidate at GPC. Meeting materials included Mr. Tandon's bio and CV, as well as a summary of GPC's Board composition gap analysis. Consistent with the processes agreed on by the Committee, Tompkins explained that the primary purpose of the meeting was whether or not we should invite him to meet Board members for lunch to further exchange information. After discussions of Board needs and Sam's qualifications, all those in attendance agreed that Mr. Tandon should be invited to meet other board members for lunch. Ms. Vickie Irwin had previously expressed the same via email to Tompkins. As previously agreed, attendees for whom a lunch calendar date must fit include the invitee (Rony in this instance), Rony Delgarde and Cliff Stanford. All other Board members are strongly encouraged to attend if they are able.

There being no further business, the Board adjourned the Meeting at 5:50 p.m.

Mr. James Tompkins
Secretary of the Meeting

GLOBAL PAINT FOR CHARITY, INC.

MINUTES OF THE MEETING OF THE NOMINATING & GOVERNANCE COMMITTEE

HELD ON SEPTEMBER 25, 2017

The meeting (the "Meeting") of the Nominating & Governance Committee (the "Committee") of Global Paint for Charity ("GPC") was held telephonically at 4:00p.m. EDT on September 25, 2017. Messrs. Rony DelGarde, Vickie Irwin, James Tompkins, and Cliff Stanford attended the Meeting, with Mr. Tompkins serving as Secretary of the Meeting. Mr. Tompkins called the Meeting to order at 4:05 p.m. EDT.

Meeting Materials: Mr. Tandon's bio and CV, and the 8-9-2017 minutes.

Board Candidate Discussion

The Committee unanimously approved the minutes of 8-9-2017.

The Committee discussed Mr. Sam Tandon as a potential director at GPC. Tompkins began the meeting explaining the nominating process. All board members were provided with Mr. Tandon's bio and CV. His credentials were discussed in light of the gap analysis of board qualifications. The board voted to invite Mr. Tandon for lunch which was attended by board members Stanford, DelGarde and Tompkins on September 21, 2017. Tompkins also explained that board member Tom Gregory who could not attend this meeting thought Mr. Tandon would be a good addition to the Board. Stanford and DelGarde provided their views and impression of the lunch meeting with Mr. Tandon. After discussion Stanford made a motion to elect Mr. Tandon to the Board of Directors. This was seconded by Irwin. There being no further discussion, the vote was unanimously approved.

There being no further business, the Board adjourned the Meeting at 4:15 p.m.

Mr. James Tompkins
Secretary of the Meeting

GLOBAL PAINT FOR CHARITY, INC.

MINUTES OF THE MEETING OF THE NOMINATING & GOVERNANCE COMMITTEE

HELD ON NOVEMBER 29, 2017

The meeting (the "Meeting") of the Nominating & Governance Committee (the "Committee") of Global Paint for Charity ("GPC") was held telephonically at 4:00p.m. EDT on November 29, 2017. Messrs. Rony Delgarde, Vickie Irwin, James Tompkins, Sam Tandon, and Cliff Stanford attended the Meeting, with John Gerl serving as Secretary of the Meeting. Mr. Ted Williams was unable to attend. Mr. Tompkins called the Meeting to order at 4:06 p.m. EDT.

Meeting Materials: Mr. Homero Torres bio and CV, attached as **Exhibit A**.

Board Candidate Discussion

The Committee discussed Mr. Homero M. Torres as a potential director at GPC. All board members were provided with Mr. Torres' bio and CV. His credentials were discussed in light of the gap analysis of board qualifications. The board voted to invite Mr. Torres, who goes by "Homer" for lunch which was attended by board members Stanford, DelGarde and Tompkins. Mr. Stanford discussed Mr. Torres' background and potential role as Chairman of the Audit Committee of GPC. Mr. Delgarde further discussed the synergies GPC could realize if Mr. Torres is brought on, including his background and ties to Cuba. Mr. Tandon noted that Mr. Torres' experience would be highly beneficial to GPC, and further discussed Mr. Torres' suggestion to expand GPC into new spaces, including prisoner rehabilitation and re-entry into society. Mr. Thompkins agreed that Mr. Torres would be a strong chair of the Audit Committee, and further noted that his ability to fundraise for GPC would make him a qualified candidate for the fundraising committee. Ms. Irwin expressed her support for adding Mr. Torres to the fundraising committee. Mr. Tompkins also explained that board member Ted Williams, who could not attend the Meeting, believed Mr. Torres would be a good addition to the board. After discussion, Mr. Stanford made a motion to elect Mr. Torres to the Board of Directors. This was seconded by Mr. Delgarde. There being no further discussion, the vote was unanimously approved.

There being no further business, the Committee adjourned the Meeting at 4: 19 p.m., with an informal discussion of going-forward strategic planning, led by Sam Tandon, to continue after the Meeting.

Mr. John Gerl
Corporate Secretary

EXHIBIT A

HOMERO M. TORRES, C.P.A.

VICE PRESIDENT OF TAXATION
INTERCONTINENTAL HOTELS GROUP

Homero M. Torres is Vice President of Taxation for InterContinental Hotels Group (NYSE: IHG [ADRs]; LON: IHG), a leading global hospitality company.

Mr. Torres overseas and directs the company's tax function in the Americas covering countries within North and South America. He is an elected board member and/or officer of numerous InterContinental Hotels legal entities, both domestic and foreign and participates in strategic discussions, including the development of strategies regarding the acquisition or disposition of hotels businesses.

Mr. Torres began his career with InterContinental Hotels Group in June 1989 as Manager of Federal Taxation. He was responsible for providing a range of global tax strategies and services to the company.

Before joining InterContinental Hotels Group, Mr. Torres worked for Price Waterhouse and Coopers & Lybrand for 5 years, he provided tax advice, specializing in mergers and acquisitions, for numerous clients including Sony USA, Hyatt Hotels, Jaguar USA and Alpha Romeo.

Mr. Torres holds a bachelor's degree in accounting/economics from Rutgers University and is a Certified Public Accountant. Mr. Torres is fluent in Spanish and is originally from Cuba. He is married and has two sons.

Exhibit C

GLOBAL PAINT FOR CHARITY, INC.

MINUTES OF THE MEETING OF THE AUDIT COMMITTEE

HELD ON OCTOBER 5, 2017

The meeting (the "Meeting") of the Audit Committee (the "Committee") of Global Paint for Charity, Inc. ("GPC") was held at 10:00 a.m. EST on October 5, 2017. Messrs. Tom Gregory and Cliff Stanford attended the Meeting. Mr. Daniel Vildor, CPA, also attended the Meeting at the invitation of the Committee. Mr. Stanford called the Meeting to order at 10:00 a.m. EST.

Financial Statements Discussion

The Committee, in conjunction with Mr. Vildor, GPC's outside accountant, engaged in a thorough discussion regarding GPC's financial statements for the first eight months ended August 31, 2017 (the "Financial Statements"), attached hereto as Exhibit A. The Committee specifically focused on the exclusion from GPC revenues of the $800,800 of paint contributions and $78,599 of freight donated by Earth Paints, a 501(c)(3) recycling organization, and the accounting reasons for such exclusion. Mr. Gregory and Mr. Vildor discussed classification of the donations in accordance with GAAP and FASB standards. The Audit Committee specifically discussed (1) whether the Earth Paints donations should be counted as revenue in the Financial Statements, (2) what kind of donations/contributions should generally be included as revenue under GAAP and FASB (especially with regard to in-kind contributions), and (3) how to correct any discrepancies in the Financial Statements to more accurately align with GAAP and FASB standards. Noting that there were still open questions that needed discussion with Rony Delgarde, the Audit Committee agreed that the Financial Statements properly reflect GPC's financial position based upon information available at this time.

Inventory Improvement Plan

Mr. Gregory and Mr. Vildor discussed the inventory improvement plan, attached hereto as Exhibit B, which would transform the current system to a perpetual inventory system, which would allow GPC to continually update its inventory records to account for additions and subtractions from inventory. The Audit Committee agreed that plan is a good way to reorganize the warehouse and to ensure more accurate accounting of inventory for financial statements purposes.

Audit Committee Charter

Mr. Stanford presented the draft Audit Committee Charter to the Audit Committee. Mr. Stanford noted that the Charter would help ensure compliance and professionalize GPC, allowing for increased opportunities to solicit donations from established companies. A discussion ensued regarding sections of the Charter to revise including sections regarding procedures taken when relying on independent auditors and management preparation of and determination of accuracy of financial statements.

Mr. Stanford agreed to revise the Audit Committee Charter and the Audit Committee agreed to review the revised Charter at the following meeting of the Audit Committee.

Stipend for Mr. Delgarde

The Audit Committee discussed mechanics of providing a stipend to Mr. Delgarde in order to defray his expenses and what impact such a stipend would have on the financials. The Audit Committee agreed to present their recommendation to the Board for discussion at the regularly scheduled Board Meeting.

There being no further business, the Board adjourned the Meeting at 11:00 a.m.

/s/ John Gerl
Mr. John Gerl
Secretary of the Meeting

Exhibit A

Global Paint for Charity
Statement of Activities
For the Eight Months ended August 31, 2017

			Notes
Revenues:			
Cash Contributions	$	25,747	
Fundraising		-	
In- Kind Non Paint Contributions		2,850	
In- Kind Paint Contributions		101,312	Excludes $880,800 of paint contributions and $78,599 of freight donated by Earth Paints, a 501c 3 recycling organization. In order for GPC to recognize revenue on these in kind donations it must meet both of these citeria- it decides who and where the paint is shipped to **and** bears the risks and rewards if they are lost or destroyed. If both criteria are not met then GPC is acting as an agent. GPC does not meet the second criterion therefore, it should not recognize revenue from this donor.
Total Revenues	$	129,909	
Expenses:			
Bank Fees	$	164	
Cell Phone		867	
Dues & Subscriptions		413	
Freight		8,902	
Fuel		1,243	
Insurance		873	
Internet		397	
Licenses and Permits		148	
Marketing		1,606	
Meals & Entertainment		959	
Office Supplies		612	
Parking & Tolls		171	
Postage & Delivery		744	
Rental- Equipment		978	
Rent-Storage		3,094	
Supplies		1,031	
Travel- Airfare		543	
Travel- Lodging		169	
Uniform		68	
In-Kind Expenses Non Paint		2,850	
In-Kind Paint Shipments		121,968	Excludes same amounts as noted above.
Total Expenses	$	147,800	
Change in Net Assets	$	(17,891)	
+ Beginning Net Assets		157,079	
= Ending Net Assets	$	139,188	

Global Paint for Charity
Statement of Financial Position
As of August 31, 2017

Assets		
Cash	$	5,551
Paint Inventory Without Donor Restrictions		133,637
Total assets	$	139,188
Liabilities and Net Assets		
Net assets:		
Net Assets without Donor Restrictions	$	139,188
Total liabilities and net assets	$	139,188

Global Paint for Charity
Statement of Cash Flows
For the Eight Months ended August 31, 2017

Cash Flow from Operating Activities	
Change in net assets	$ (17,891)
Change in operating assets and liabilities	20,656
Net cash provided by operating activities	2,765
Cash at beginning of year	2,786
Cash at end of year	$ 5,551

Global Paint for Charity
Statement of Functional Expenses
For the Eight Months ended August 31, 2017

	Management and Administration	Fundraising	Programs	Totals
Expenses:				
Bank Fees	$ 164			$ 164
Cell Phone	867			867
Dues & Subscriptions	413			413
Freight			8,902	8,902
Fuel			1,243	1,243
Insurance			873	873
Internet	397			397
Licenses and Permits			148	148
Marketing		1,606		1,606
Meals & Entertainment		959		959
Office Supplies	612			612
Parking & Tolls	171			171
Postage & Delivery	744			744
Rental- Equipment			978	978
Rent-Storage			3,094	3,094
Supplies	516		515	1,031
Travel- Airfare	543			543
Travel- Lodging	169			169
Uniform			68	68
In-Kind Expenses Non Paint	2,850	-		2,850
In-Kind Paint Shipments			121,968	121,968
Total Expenses	$ 7,446	$ 2,565	$ 137,789	$ 147,800
Operational Efficiency	$ 0.05	$ 0.02	$ 0.93	$ 1.00

Exhibit B

Global Paint for Charity, Inc.
Paint Warehouse

Daniel Vildor, pro bono accountant and Thomas Gregory visited GPC's Atlanta warehouse on September 21, 2017 to take a physical inventory of the paint. We were unable to conduct the inventory because the paint was not segregated by color or by one gallon or five gallon quantities.

Setting up a perpetual inventory system has the advantages of both providing up-to-date inventory balance information and requiring a reduced level of physical inventory counts.
Under the perpetual inventory system, GPC can continually update its inventory records to account for the additions and subtractions for inventory.

To put the perpetual inventory system in place will require the assistance of volunteers to help organize the paint.

Proposed Improvement Plan:

1. Segregate or dispose of all opened one gallon cans and five gallon containers.
2. Separate unopened one gallon and five gallon paint containers by color.
3. Check shelf life of the unopened one gallon and five gallon containers and place them in order of expiration dates.
4. Put signs on the wall denoting the color and whether paint is in one gallon or five gallon.
5. Take physical count of each paint color and paint can/container size which will represent the beginning inventory balances.
6. Record color of paint, size one gallon or five gallon on inventory sheet.

GLOBAL PAINT FOR CHARITY, INC.

MINUTES OF THE MEETING OF THE AUDIT COMMITTEE

HELD ON December 15, 2017

The meeting (the "Meeting") of the Audit Committee (the "Committee") of Global Paint for Charity, Inc. ("GPC") was held at 1:30 p.m.. EST on December 15, 2017. Messrs. Homer Torres, Rony Delgarde, Ted Williams and Cliff Stanford attended the Meeting. Mr. Stanford called the Meeting to order at 1:30 p.m. EST.

Financial Statements and Background Discussion

Mr. Stanford began the meeting by reviewing GPC's financial statements for the first eight months ended August 31, 2017 (the "Financial Statements"), attached hereto as Exhibit A. The discussion was largely an overview of the same issues discussed by the Committee during the October 5, 2017 meeting as a means to get Mr. Torres up to date on GPC's current financial status. The October 5, 2017 minutes are attached hereto as Exhibit B. Mr. Delgarde also provided a brief overview of the Financial Statements and the improvements GPC has made to internal controls, procedures, and strategies to Mr. Torres and the Committee as a whole.

Mr. Torres' expressed concerns regarding the timing of the donations to GPC and such effect on accounting, as well as GPC's going-forward strategy to sell paint, and whether such sale would be taxable or qualify as charitable activity. Mr. Stanford acknowledged that he had reached out to counsel at Alston & Bird LLP to research the charitable activity question, and concluded that such activity would not jeopardize GPC's status as a 501(c)(3) corporation. A summary of the aforementioned research is attached hereto as Exhibit C.

There being no further business, the Board adjourned the Meeting at 2:00 p.m.

/s/ John Gerl
Mr. John Gerl
Secretary of the Meeting

Exhibit A

Exhibit B

Exhibit C

Michael,

You have been nice enough to help Global Paint on a pro bono basis in the past, so I am reaching out to you. If this is not your area, or if you don't have time, not a problem!

Global Paint currently accepts no payment for paint donations made. Essentially, we accept paint and store/reprocess it (using $$ donated), and ask that recipients pay for the shipping costs. We also facilitate direct donations of paint from corporate warehouses to recipients. In no case do we solicit payment for the paint itself.

In order to grow Global Paint, we are looking to establish a new business model, which would include charging a below-market rate for donated paint (enough to cover our costs, including employee(s)). The idea is to model the business on nonprofits/not for profits like Goodwill Industries or ToolBank USA (or thrift shop models), each of which funds its activities at least in part by payment from recipients.

Global Paint has a 501(c)(3) designation, which I can obtain the documentation of if helpful.

Can you help us understand the parameters of what we can/cannot do and retain the tax exempt status? Happy to discuss. Thanks much.

Cliff

Hello Cliff,

Sorry, I got sidetracked and forgot to follow up on this! Overall, I think your new business model should work just fine under the 501(c)(3) rules. Here's a breakdown of the law:

Under 26 C.F.R. § 1.501(c)(3)-1(e)(1):

> "An organization may meet the requirements of section 501(c)(3) although it operates a trade or business as a substantial part of its activities, **if [1] the operation of such trade or business is in furtherance of the organization's exempt purpose** or purposes **and if [2] the organization is not organized or operated for the primary purpose of carrying on an unrelated trade or business, as defined in section 513**."

As you've likely already established, for purposes of the first requirement, Global Paint's **exempt purpose,** as defined under 26 C.F.R. § 1.501(c)(3)-1(e)(1), is "charitable."

Fortunately, the second requirement is easily satisfied as well. Under 26 U.S.C. § 513(a)(3), an **unrelated trade or business does NOT include** "any trade or business which is the selling of merchandise, substantially all of which has been received by the organization **as gifts or contributions**."

Therefore, Global Paint's business of selling paint that has been donated to it as a gift or contribution, in furtherance of its charitable exempt purpose, will not disqualify it from 501(c)(3) status.

Therefore, the only things you'll need to be concerned about are the following:

1. Ensure Global Paint ONLY sells paint that it has obtained through **gifts or contributions**, satisfying § 513(a)(3);
2. Ensure that the proceeds from the sale of paint go toward Global Paint's **charitable purpose;**
3. And, as usual, ensure that no part of Global Paint's net earnings inures to the benefit of any private shareholder or individual (but, as usual, an appropriate established salary for full-time employees is fine).

Hope that's helpful. Happy holidays and all the best!

Michael Senger
ALSTON & BIRD
michael.senger@alston.com

Exhibit D

GPC Summary on Board Recruitment December, 2017

Existing skill/background portfolio:

Homer: Accounting, International, Finance, Strategy, networking/fundraising
Cliff: Legal
Ted: Paint Industry
Vicki: Finance, networking/fundraising
James: Finance, Corporate Governance
Sam: International, operations, governance, fundraising
Rony (inside director): Operations, International

AC Committee: Homer (Chair), Cliff, Ted

Fundraising Committee: Vicki (Chair), Rony, Sam, Homer

Nominating and Governance Committee: Board as a whole until board full

Board Needs: more industry, marketing/branding, operations (logistics, distribution), charitable organization

Other (?):

Target Board Size: 9

Exhibit E

Enclosed you will find an admitted Non Profit Management Liability quote for The Global Paint For Charity, Inc.. The quote number is NDO017C2117 Version 3 .

The quote includes an offer for a three year policy term. You still only pay the premium annually and the annual renewal premium will not increase over the three year term! In addition, the policy will reinstate its aggregate at each anniversary. Furthermore, there are no renewal applications for three years. You get the benefits that three year policies provide without losing the advantage of an annual policy. Refer to DO-3 Year Policy Term for terms and conditions.

Section I-	Details the premiums, taxes and fees associated with this account. In addition, it provides the Underwriting Notes and covers any of the additional underwriting information that might be needed prior to binding or within 21 days of the inception date.
Section II-	Lists the required coverage forms, notices, endorsements and exclusions.
Section III-	Offers optional coverages that are available to the applicant but are not currently included in the quote.
Section IV-	Provides the Direct Bill Payment Description.

In addition we have included some materials that will assist in the evaluation of this offer of coverage.

- A pre-filled application that includes the information you have already provided.
- A Point of Sale piece that provides some claims scenarios this account may encounter and a coverage checklist that can be compared to the quotation of another carrier.

The carrier will send you an invoice based on the terms reflected in this quote.
Payment is due to the carrier.

Payment options available to you are:

1. Send the invoice remittance slip with payment to the lockbox address on their invoice
2. Pay online at <www.usli.com/ezpay>.
3. Pay by phone (automated system available 24/7) at 866-632-2003

Your invoice will include a unique number that will allow you to register your policy at <www.usli.com/ezpay>. By registering your policy, you will have access to additional information as well as the option to set-up recurring payments. Recurring payments are a great way to minimize the possibility of your policy being cancelled or not renewed because payment was not received.

We invite you to contact us to discuss the benefits of any coverages, the costs associated or simply to provide feedback! We welcome the opportunity to talk with you about this quote.

Thank you for the opportunity to quote this account!

NDO017C2117 Version 3

Quote is valid until 12/16/2017

To: The Global Paint For Charity, Inc.

Please bind effective: _____

Select the policy term:

☑ Three Year Policy - Annual premium will not increase
- No renewal application for three years
- Aggregate limits reinstated annually

Above subject to endorsement DO-3 Year Policy Term

☐ One Year Policy

Confirm optional coverages:

☑ Do not include any optional coverages.

☐ Include the following optional coverages from Section III

(Taxes & Fees may apply to optional premium if purchased)

☐ Option 1 - (add: $100.00) - Fiduciary Liability - Non-Profit Directors & Officers

☐ Option 2 - (add: 15% Credit) - Defense Within the Limits

This policy is eligible to be Direct Billed.
Note: a $5.00 installment fee will apply to each installment after the first - please select one of the following:

☐ Direct Bill both this New Business and future Renewals

(If checked - Select a Payment Plan):

If Three Year Policy

☐ THREE PAYMENTS (ANNUAL INSTALLMENTS)

☐ NINE PAYMENTS (3 INSTALLMENTS PER YEAR)

If One Year Policy

☐ SINGLE PAYMENT

☐ TWO PAYMENTS - Premium must be over $400

☐ THREE PAYMENTS - Premium must be over $675

See the last page of this quote for Payment Plan Descriptions

☐ Do not Direct Bill this New Business but do Direct Bill future Renewals

☐ Do not Direct Bill this policy

NOTE: If the Direct Bill Option is selected, the Company will invoice the insured. Do not bill or collect the down payment. All state surcharges and fees (except installment fees) will be billed in full with the first installment.

Signature: _____

I. PREMIUM AND UNDERWRITING NOTES/REQUIREMENTS

NON PROFIT MANAGEMENT LIABILITY POLICY INFORMATION	
Carrier:	United States Liability Insurance Company
Status:	Admitted
A.M. Best Rating:	A++ (Superior) - X

SEPARATE LIMITS OPTION

Please contact us with any questions regarding the terminology used or the coverages provided.

Read the quote carefully, it may not match the coverages requested

DIRECTORS & OFFICERS LIABILITY(D&O)		EMPLOYMENT PRACTICES LIABILITY(EPL)	
LIMIT OPTIONS	PREMIUM	LIMIT OPTIONS	PREMIUM
☐ $500,000	$457	☐ $500,000	$139
☑ $1,000,000	$571	☑ $1,000,000	$155
☐ $2,000,000	$1,071	☐ $2,000,000	$655
☐ $3,000,000	$1,571	☐ $3,000,000	$1,155
☐ $4,000,000	$2,071	☐ $4,000,000	$1,655
☐ $5,000,000	$2,571	☐ $5,000,000	$2,155

SHARED LIMIT OPTION(D&O and EPL have Shared Limits of Liability)

LIMIT OPTIONS	PREMIUM
☐ $500,000	$519
☐ $1,000,000	$632
☐ $2,000,000	$1,502
☐ $3,000,000	$2,372
☐ $4,000,000	$3,242
☐ $5,000,000	$4,112

ADDITIONAL QUOTE INFORMATION
D&O Retention: $500 Each Claim
EPL Retention: $500 Each Claim
EPL cannot be purchased on a monoline basis for this product.
The limit for EPL cannot exceed the limit for D&O.
If Shared Limit Option is selected, DO-280 Shared Aggregate Limit endorsement will be added.
Defense Costs are Outside the Limits of Liability
Data and Security+ Endorsement is included in the Directors and Officers premiums shown
$100,000 FLSA sublimit for defense and indemnity is included in the Employment Practices Liability premiums shown.
Business Resource Center including Human Resources consulting services and online toolkit included in the premiums shown
Directors and Officers Coverage and Employment Practices Liability Coverage are provided on a Claims Made basis.
Retroactive Date D&O: Full Prior Acts
Retroactive Date EPL: Full Prior Acts
This quote represents annual premiums. When the Three Year policy term is selected, the above will be payable annually per bill plan selected.
Please Note: All applicable taxes and fees for the Three Year premium will be invoiced in their entirety at the inception of the policy.

FREE AND DISCOUNTED BUSINESS SERVICES AVAILABLE TO USLI INSUREDS – VISIT BIZRESOURCECENTER.COM FOR DETAILS

Please note that we will not be able to bind coverage until we satisfy all Prior to Binding requirements.

Prior to binding, this account is subject to the following:

- Underwriter receipt, review and acceptance of the fully completed USLI Non Profit Professional Liability Application dated no more than 45 days prior to the effective date of coverage and signed by one of the following as applicable: officer, member of the board of directors, managing member or executive director with authority to bind Applicant to the representations therein. We may modify the terms and/or premiums quoted or rescind this quote if the information provided in the completed Application is different from the original submission or there is a significant change in the risk from the date it was quoted.

Within 21 days of the inception date of coverage, this account will be subject to the following:

- If Fiduciary is desired, complete the fiduciary questions on the application.

Please contact us with any questions regarding the terminology used or the coverages provided.

Read the quote carefully, it may not match the coverages requested

II. REQUIRED FORMS & ENDORSEMENTS

Non Profit Management Liability Endorsements

DO GA	(05/17) Georgia State Amendatory Endorsement	DO-283	(05/17) Data and Security Plus Endorsement
DO Jacket	(06/17) Non Profit Management Liability Policy Jacket	DO-290	(05/17) Fair Labor Standards Act Endorsement - Defense Costs and Indemnity Coverage
DO-100	(05/17) Directors and Officers Coverage Part	DO-GTC	(05/17) General Terms and Conditions
DO-101	(05/17) Employment Practices Coverage Part	NPPLA	(05/12) Non Profit Professional Liability Application - All States

If Purchased

DO 3 YR DEC	(05/17) Amendment to Policy Declarations - Three-Year Policy Term	DO-3 Year Policy Term	(05/17) Three Year Policy Term Endorsement

III. OFFER OF OPTIONAL COVERAGE(S)

Based on the information provided, the following additional coverages are available to this applicant but are not currently included in the quotation. The additional premium may be subject to taxes & fees. For a firm final amount please contact us and we will revise the quote.

	Coverage	Additional Premium
Option 1	Fiduciary Liability - Non-Profit Directors & Officers	$100.00

Important Information

- If Fiduciary Coverage is purchased DO-256 Fiduciary Liability Coverage Endorsement will be added.
- Subject to less than 100 Employees and coincides with the D&O Limits up to $1 Million with defense inside that limit.

	Coverage	Additional Premium
Option 2	Defense Within the Limits	15% Credit

Important Information

- If Defense within the Limits is selected, DO-281 Defense Within Limits endorsement will be added.
- Moves defense costs to within the limits of liability for a discounted price.

IV. DIRECT BILL PAYMENT PLAN DESCRIPTIONS

Three Year Policy Payment Plan Description:	
THREE PAYMENTS	- 1/3 of the premium is invoiced immediately and is due 20 days after it is invoiced; 1/3 is invoiced 45 days prior to the Second Coverage Period; the balance is invoiced 45 days prior to the Third Coverage Period.
NINE PAYMENTS	- 1/9 of the premium is invoiced immediately and is due 20 days after it is invoiced; the remaining amount is invoiced in 8 equal installments at 60, 120, 320, 380, 440, 685, 745 and 805 days after inception.
One Year Payment Plan Descriptions:	
SINGLE PAYMENT	- The entire premium is invoiced immediately and is due 20 days after it is invoiced.
TWO PAYMENTS	- 50% of the premium is invoiced immediately and is due 20 days after it is invoiced; the balance is invoiced 60 days after inception.
THREE PAYMENTS	- 40% of the premium is invoiced immediately and is due 20 days after it is invoiced; 30% is invoiced 60 days after inception; the balance is invoiced 120 days after inception.

An installment fee as noted on page 1 of this quote applies to each installment after the first.

Please contact us with any questions regarding the terminology used or the coverages provided.

Read the quote carefully, it may not match the coverages requested

United States Liability Insurance Group
A Berkshire Hathaway Company

USLI.COM
888-523-5545

Professional Liability
Three-Year Policies - the best of both worlds.

Get the benefits of a Three-Year Policy without losing the advantages of an annual policy

Available on new business and renewals for the following products:

- Non-Profit Directors and Officers
- Homeowner's Association Directors and Officers

Here's how our Three-Year policies can benefit you:

Product Features:*

- Annual premium will not increase
- Premium payable in three annual installments
- Aggregate limits reinstated annually
- No renewal application for three years

Additional Advantages:

- Minimized touches per policy
- Increased profitability on small premium accounts
- Ease of doing business
- Increased renewal retention
- Convenient/time saving
- Stay ahead of your competition

Offering these product advantages is an additional way we are continuing our effort to be the #1 Service Provider in the insurance industry.

* Subject to DO-3Y or CAP-3YR Three-Year policy term endorsement

Not available in all states or to all classes. Please do not hesitate to contact one of our underwriters with any questions.

This document does not amend, extend or alter the coverage afforded by the Policy. For a complete understanding of any insurance you purchase, you must first read your Policy, Declaration Page and any Endorsements and discuss them with your Broker. A specimen policy is available from an Agent of the Company. Your actual Policy Conditions may be amended by Endorsement or affected by State Laws.

business resource center

bizresourcecenter.com

RESOURCES TO HELP YOUR BUSINESS GROW!

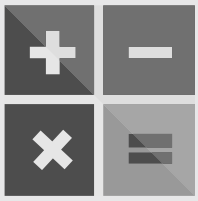
As a policyholder through USLI or Devon Park Specialty, you have access to many services through the Business Resource Center that will assist you in growing and protecting your business. Consider the following services and associated cost savings when making your decision where to place your insurance!

HUMAN RESOURCES

- Free human resources consultation hotline to be used for personnel issues including harassment and discrimination, the Family and Medical Leave Act, disability, wage and hours regulations and more
- Online library with information, forms and articles pertaining to human resources
- Discounted human resources management system
- Resources for recruiting and training as well as termination and administration

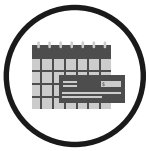
PRE-EMPLOYMENT AND TENANT SCREENINGS

- Discounted background checks, including multi-court criminal database searches, county criminal searches and more (first background check is free)
- Best practices for performing a background check
- Discounted tenant and drug screenings and Motor Vehicle Reports (MVRs)



Try our cost savings calculator to see how much you could save!

PAYROLL AND TAXES



- Payroll processing and tax services tailored for either a small or large business
- Online business tax workshop provided by the Internal Revenue Service (IRS)

CYBER RISK

- Materials about securing personal information and payment card information
- Complimentary access to tools and resources that will help you understand your exposure to a data breach and the importance of a response plan
- Discounted identity theft monitoring and recovery

MARKETING

- Suggested free and paid services for web marketing for your business, including email campaigns, photo editing, file management and more
- Suggested free and paid services for social media platforms, development, management and more
- Discounted website package and access to consultants, designers and developers to help in the creation of a website for your business
- Suggested free and paid services for building your own website and tracking Search Engine Optimization (SEO)

SAFETY

- Free on-site safety and occupational health consultation for your business
- Free personal credit report
- Disaster and emergency preparedness resources
- Discounted alcohol safety training for your staff and servers
- Youth resources for concussion training, waivers of liability, recognizing the signs and symptoms of child abuse and more

For a full list of vendors, discounts and resources, visit **bizresourcecenter.com.**

USLI.COM
888-523-5545

Check Out Your New Employment Practices Liability Risk Management Toolkit from PeopleSystems

Free Employment Practices Liability (EPL) Helpline
1-888-811-4182
(8 a.m. to 7:30 p.m. Eastern Time)

If a human resource consulting firm offered you their time and expertise for free, would you lock their phone number and email address in a drawer and never call? Of course not! Do you have questions such as:

- What are the current federal and state employment laws I need to know?
- What are “wage and hour” regulations? What does “exempt” versus ”non-exempt” mean?
- How should I handle terminating, suspending or warning an employee?
- What type of human resources policies should I have in place?
- How should I properly document performance issues and disciplinary actions in an employee’s file?
- What are appropriate and inappropriate questions to ask during an employment interview?
- What guidelines should I use to investigate a complaint of discrimination or harassment?

PeopleSystems is just a free phone call or email away!

Online Human Resources Center
www.peoplesystems.com/USLI

To access the USLI policyholder features, click on “Request for client login” and complete with your information. Please take a moment to become familiar with the new PeopleSystems Resource Center’s information.

- **Helpline to email your human resource questions:** Now you can email your questions via this web portal.
- **Human resource news center and recent employment law changes:**The news center keeps you up-to-date with recent changes in state and federal employment laws and what they mean to you as well as pertinent articles on employment issues you need to know about.
- **Human resource manual and employment forms:** You will find “Best Practices” helpful for handling common human resource issues. Issues may include conducting employee evaluations and understanding employment laws such as FLSA, FMLA and COBRA.
- **Human resource recommendations:** You will also find sample human resource policies regarding discrimination, harassment, employment at-will and electronic communications.

This document does not amend, extend or alter the coverage afforded by the policy. For a complete understanding of any insurance you purchase, you must first read your policy, declaration page and any endorsements and discuss them with your agent. A sample policy is available from your agent. Your actual policy conditions may be amended by endorsement or affected by state laws.

USLI.COM
888-523-5545

Directors and Officers and Employment Practices Liability for Nonprofit Organizations

As a director or officer of a non profit organization, are you immune from liability?

- Immunity does not prevent an organization from being sued
- Immunity typically applies to volunteers, not to paid employees or the organization itself
- Employment-related laws are the same for any type of organization
- Over 90 percent of the claims against nonprofit organizations are employment practices-related
- These employment practices claims may include wrongful termination, third party sexual harassment, and third party discrimination
- Nearly 85 percent of nonprofits have an annual budget that is less than the average cost to defend a claim closed by litigation

Why you should purchase the Nonprofit Directors and Officers and Employment Practices Liability policy:

COVERAGE FEATURES	USLI	COMPETITORS
Separate limits of liability for D&O and EPL claims (D&O Limit not eroded by employement claims)		
Defense outside the limit of liability on all claims		
Punitive damages, where insurable by law, included automatically in most states.		
Third-party sexual harassment and third-party discrimination coverage		
Lifetime occurrence reporting provision (Occurrence feature for former D&Os)		
Coverage for both monetary and non-monetary claims		
Coverage for outside directorship liability		
Risk management services - Free unlimited employement practices consultation via a toll free helpline supported by the ability to ask questions online in the new EPL Risk Management Toolkit from PeopleSystems. The toolkit also contains a helpful news center, how-to guide for writing an employment manual and sample HR policies and employment forms.		
Fair Labor standards Act (FLSA) $100,000 sublimit for defense and settlement (available in most states)		
Optional Standard Form option; combined D&O and EPL limit, defense inside the limit, excludes helpline and FLSA		

This document does not amend, extend or alter the coverage afforded by the policy. For a complete understanding of any insurance you purchase, you must first read your policy, declaration page and any endorsements and discuss them with your agent. A sample policy is available from your agent. Your actual policy conditions may be amended by endorsement or affected by state laws.

More Options for Your Nonprofits

We are excited to present options to make directors and offiers and employment practices liability coverage more affordable for your nonprofit clients.

In difficult economic times, nonprofits struggle to keep their funding and fulfill their missions. We have a comprehensive coverage form, competitive pricing and unparalleled service. Every dollar counts.

COVERAGE FEATURES	SEPARATE LIMIT OPTION	SHARED LIMIT OPTION
Defense costs unlimited outside the limit of liability	✓	✓
Separate limits of liability for directors and officers, employment practices and fiduciary liability	✓	
Fair Labor Standards Act (FLSA) – $100,000 sublimit for defense costs and loss (available to most accounts in most jurisdictions)	✓	✓
Data and Security+ Endorsement – $50,000 sub-limit each for data breach, identity theft, workplace violence, and kidnap expenses. Available in most jurisdictions	✓	✓
Risk Management Services – Free human resources consultation helpline service with unlimited calls and no time limits plus an online resource center	✓	✓
Punitive damages, where insurable by law, included automatically in most jurisdictions	✓	✓
Lifetime occurrence reporting provision	✓	✓
Third party harassment and third party discrimination coverage	✓	✓
Coverage for both monetary and non-monetary claims	✓	✓
Coverage for outside directorship liability	✓	✓
Defense and settlement provision (“Hammer Clause”) – 75/25 in favor of the insured	✓	✓
Individual director or officer payment protection (“order of payments”)	✓	✓
Broad language including most favorable venue wording for punitive damages coverage, final adjudication wording, allocation wording, breach of contract coverage, pre/post judgment interest included in the definition of loss, debtor in possession included in the definition of organization	✓	✓

*Please note defense within limits is available for an additional credit

This document does not amend, extend or alter the coverage afforded by the policy. For a complete understanding of any insurance you purchase, you must first read your policy, declaration page and any endorsements and discuss them with your agent. A sample policy is available from your agent. Your actual policy conditions may be amended by endorsement or affected by state laws.

Exhibit F

Global Painting for Charity

Charter for the
External Affairs Committee
Approved by Board of Directors: December 18, 2017

A. **Purpose**
B. **Composition**
C. **Meetings**
D. **Duties and Responsibilities**

A. Purpose

This committee focuses on external issues including:

- Fundraising: To oversee development and implementation of the fundraising plan; identifies and solicits funds from external sources of support.
- Public relations: To represent the organization to the community; enhance the organization's image, develop, and review external communications.
- Marketing: Oversee development and implementation of the Marketing Plan, including identifying potential markets, their needs, how to meet those needs with products/services/programs, and how to promote programs.

B. Composition

The Committee will consist of three or more directors, one of whom shall be designated as chair. A majority vote by the Board will designate both the members and Chair of the Committee.

C. Meetings

The Committee shall meet at least quarterly and as often as it deems appropriate to perform its duties and responsibilities under this charter. Committee meetings may be called by the Committee or Board Chair. The Committee may request any officer and/or the Secretary to the Board to attend a Committee meeting. The Chair of the Committee, in consultation with Committee members will determine the frequency and length of Committee meetings and develop the Committee's agenda. At the beginning of the year, the Committee will establish a schedule of agenda subjects to be discussed during the year (to the extent they can be foreseen). The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

D. Duties and Responsibilities

The Committee shall:

1. Develop a fundraising plan and execution strategy to develop long-term and short-term funding needs to execute the mission of the organization.
2. Review fundraising plans to ensure progress towards goals; set priorities, review strategies and present outcomes to Board of Directors as appropriate.
3. Plan, execute and support fundraising events.

4. Work with the Board to set external communication guidelines and standards to enhance the organization's image in markets and communities served.
5. Work with the Board and others as designated to develop a marketing plan to identify potential markets, their needs and strategy to effectively meet needs as deemed in accordance with origination's mission, vision and values. The marketing plan is part of the overall strategic plan of the organization.
6. Engage in advocacy, networking and relationship building with foundations, other non-profit groups, corporations, community leaders and governmental agencies to solicit support and develop partnerships that align with the organization's mission.
   Perform other such functions as assigned by the bylaws or the Board.
7. Annually update this charter and propose recommended changes for approval to the Board.
8. Annually self-evaluate the performance of this Committee and report the findings to the Board.