

The number of directors shall be five (5). Each director shall hold office for a period of two (2) years until the second subsequent annual meeting of directors and until his successor shall have been elected and qualified. In order to have continuity of knowledge on the Board, during the first election year only, the three elected officers of the board will have their tenure extended by one year. At the annual meeting where three director terms are extended by one year, two additional directors will be elected for a term of (2) years. The following year, the tenure of the three directors whose tenure was extended will expire. Thereafter, terms are to be staggered such that three directors are elected in one election year and two directors will be elected the year thereafter. The Board of Directors may by resolution increase or decrease the number of directors from time to time; provided, however, that at all times there shall not be less than three (3) directors.

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ORGANIZATION MEETING MINUTES

UPPER LITTLE WARM SPRINGS ASSOCIATION

August 3, 2019

The Directors met by agreement upon waiver of notice and consent as of August 3, 2019 for the purpose of adopting By-Laws, electing officers, and the organization of Upper Little Warm Springs Association.

Mary Kiernan acted as Chair and was Secretary.

Aaron Lyttle, attorney for the corporation, reported the filing on February 20, 2017 of original Articles of Incorporation of Upper Little Warm Springs Association with the Secretary of State of the State of Wyoming and that Upper Little Warm Springs Association was a duly constituted Wyoming corporation.

Officers unanimously were elected according to law as follows:

PRESIDENT Peter Tattersall

VICE PRESIDENT/
ASST. TREASURER Rick Dittrich

SECRETARY Mary Kiernan

TREASURER Chris Rodkey

ASST. SECRETARY Jim Good

The following resolutions unanimously were adopted:

RESOLUTION – BYLAWS

RESOLVED, that the By-Laws dated as of August 3, 2019 prepared for the corporation by legal counsel and unanimously amended by the Board of Directors and they hereby are adopted as the By-laws of the corporation, and the secretary shall be authorized to execute a certificate with respect to the authenticity thereof, and shall attach a copy of the By-Laws as so certified to the minutes of this meeting.

RESOLUTION – INDEMNIFYING INCORPORATOR

RESOLVED, that the corporation shall indemnify and save the incorporator harmless for all acts taken by it as incorporator of the corporation, and shall pay all costs and expenses incurred by or imposed upon it as a result of the same, including compensation based upon the usual charges for any time expenditures required of it in pursuit of the defense against any liability arising on the account of acting as incorporator or arising on account of enforcing the indemnification right hereunder, and the corporation releases it from all liability for any such act as incorporator not involving willful or grossly negligent misconduct.

RESOLUTION – TENURE OF BOARD OF DIRECTORS

RESOLVED, that the number of directors shall be five (5). Each director shall hold office for a period of two (2) years until the second subsequent annual meeting of directors and until his successor shall have been elected and qualified. In order to have

continuity of knowledge on the Board, during the first election year only, the three elected officers of the board will have their tenure extended by one year. At the annual meeting where three director terms are extended by one year, two additional directors will be elected for a term of (2) years. The following year, the tenure of the three directors whose tenure was extended will expire. Thereafter, terms are to be staggered such that three directors are elected in one election year and two directors will be elected the year thereafter. The Board of Directors may by resolution increase or decrease the number of directors from time to time; provided, however, that at all times there shall not be less than three (3) directors.

The officers and directors of the corporation were directed to commence the business of the corporation according to the Articles of Incorporation, the By-Laws, these minutes, and as may be necessary.

The meeting adjourned.

Mary Kiernan, Secretary

The undersigned, being all of the directors of Upper Little Warm Springs Association hereby waive all notice of the foregoing meeting, and we consent to all action taken at the meeting as shown by the above minutes.

Peter Tattersall

Mary Kiernan

Rick Dittrich

Chris Rodkey

Jim Good