**WAIVER OF NOTICE AND CONSENT TO HOLDING OF FIRST MEETING OF**

**INCORPORATOR AND DIRECTORS OF**

**EARTHCYCLE, INC.**

**(A Wyoming Corporation)**

 We, the undersigned, being the first Director(s) of the above-named Wyoming Corporation duly formed by the filing of said Certificate of Formation in the office of the Wyoming Secretary of State on August 17, 2018 and desiring to hold the first meeting of the Director(s) of said Corporation for the purpose of completing the organization of its affairs, DO HEREBY WAIVE NOTICE of said meeting, and CONSENT to the holding thereof at **10:00 o'clock a. m.** on the date set forth below, for the purpose of (i) adopting By-Laws, (ii) electing officers, (iii) adopting a form of corporate seal and share certificate, (iv) authorizing the issuance and sale of stock in compliance with State and Federal law, (v) authorizing the officers to open depository accounts, and (vi) transacting such other business as may be brought before said meeting; and do hereby further agree that any business transacted at said meeting shall be as valid and legal and of the same force and effect as though said meeting were held after notice duly given.

WITNESS our signatures as of this 18th day of August, 2018

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

Dakota Kaiser

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

Tao Fallenstar

**ACTION** **BY** **UNANIMOUS** **WRITTEN** **CONSENT** **IN** **LIEU** **OF** **THE** **ORGANIZATIONAL** **MEETING** **OF** **THE** **BOARD** **OF** **DIRECTORS** **OF**

**EARTHCYCLE, INC.**

The undersigned, constituting all of the members of the Board of Directors (the “***Board***”) of **EARTHCYCLE, INC.,** a Wyoming Corporation (the “***Company***”), pursuant to Section 141(f) of the Wyoming General Corporation Law, adopt the following resolutions by unanimous written consent:

**APPOINTMENT** **OF** **DIRECTORS**

**RESOLVED,** that the authorized number of directors shall initially be set at three (3) and the Action by Written Consent of Sole Incorporator tendering the Sole Incorporator’s resignation and appointing the Company’s initial directors is ratified and approved with the following persons acting as the initial directors of Company:

|  |  |
| --- | --- |
| Chairman | Dakota Kaiser |
| Director | Tao Fallenstar |
| Director | Vacant |

**CERTIFICATE OF FORMATION**

**RESOLVED,** that the Certificate of Formation of the Company filed with the Wyoming Secretary of State on August 17, 2018, is ratified and affirmed.

**RESOLVED** **FURTHER,** that the Secretary of the Company is authorized and directed to insert the Bylaws in the Company’s Minute Book and to see that a copy of the Certificate of Formation is kept at the Company’s principal office, as required by law.

**APPOINTMENT OF OFFICERS**

**RESOLVED,** that the following persons are appointed as officers of the Company, to the offices set forth opposite such person’s name, to serve at the pleasure of the Board:

|  |  |
| --- | --- |
| Chief Executive Officer | Dakota Kaiser |
| President | Tao Fallenstar |
| Chief Financial Officer |  |
| Secretary | Tao Fallenstar |

**ADOPTION** **OF** **BYLAWS**

**RESOLVED**, that the By-Laws presented at this meeting and discussed thereat be, and the same hereby are, adopted as and for By-Laws of this corporation.

**RESOLVED** **FURTHER,** that the Secretary of the Company is authorized and directed to execute a Certificate of Secretary regarding the adoption of the Bylaws, to insert the Bylaws in the Company’s Minute Book and to see that a copy of the Bylaws is kept at the Company’s principal office, as required by law.

**EMPLOYER TAX IDENTIFICATION NUMBER**

**RESOLVED,** that the appropriate officers of the Company are authorized and are directed to apply to the Internal Revenue Service for an Employer Identification Number on Form SS-4.

**WITHHOLDING TAXES**

**RESOLVED,** that the Chief Financial Officer is authorized and directed to consult with the bookkeeper, auditors and attorneys of the Company in order to be fully informed as to, and to collect and pay promptly when due, all withholding taxes for which the Company may now be (or hereafter become) liable.

**STATEMENT BY FOREIGN CORPORATION**

**RESOLVED,** that the Company be qualified to do business in any jurisdiction that the Board may deem from time to time to be necessary to be so qualified and that the officers of the Company are authorized and empowered to execute and file, in the name of and on behalf of the Company, with the Secretary of State of such jurisdictions any and all documents, certificates or the like necessary to effect such qualification of the Company as a foreign corporation in such jurisdiction.

**DESIGNATION OF DEPOSITARY**

**RESOLVED,** that the Chief Executive Officer, is authorized:

(a) To designate one or more banks or similar financial institutions as depositories of the funds of the Company;

(b) To open, maintain and close general and special accounts with any such depositories;

(c) To cause to be deposited, from time to time, in such accounts with any such depository, such funds of the Company as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers or agent or agents of the Company authorized to make such deposits and to endorse checks, drafts and other instruments for deposit;

(d) To designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Company authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Company against any funds deposited in any of such accounts;

(e) To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures; and

(f) To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable, and to complete, execute and certify any customary printed blank signature card forms in order to exercise conveniently the authority granted by this resolution and any resolutions printed on such cards are deemed adopted as a part of this resolution.

**RESOLVED** **FURTHER,** that all form resolutions required by any such depository are adopted in such form used by such depository, and that the Secretary is (i) authorized to certify such resolutions as having been adopted by this Unanimous Written Consent and (ii) directed to insert a copy of any such form resolutions in the Minute Book immediately following this Unanimous Written Consent; and

**RESOLVED** **FURTHER,** that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Company is authorized and entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions adopted by the Board.

**FISCAL YEAR**

**RESOLVED,** that the fiscal year of the Company shall end on the 31st day of the month of December of each year.

**PRINCIPAL OFFICE**

**RESOLVED,** that the principal executive office of the Company shall be at a location as determined by the Chief Executive Officer of the Company.

**MANAGEMENT POWERS**

**RESOLVED,** that the management powers of the officers and Board are set forth in the Bylaws of the Corporation, and specifically the Chief Executive Officer, President and CFO of the Company are authorized to sign and execute in the name and on behalf of the Company all applications, contracts, leases and other deeds and documents or instruments in writing of whatsoever nature that may be required in the ordinary course of business of the Company and that may be necessary to secure for operation of the corporate affairs, governmental permits and licenses for, and incidental to, the lawful operations of the business of the Company, and to do such acts and things as such officers deem necessary or advisable to fulfill such legal requirements as are applicable to the Company and its business.

**ISSUANCE OF COMMON STOCK**

**RESOLVED,** that the officers of the Company are authorized and directed, for and on behalf of the Company, to issue an aggregate of \_\_\_\_\_\_\_\_\_\_ shares of its Common Stock as set forth below, or by any other form of consideration permitted by applicable law, as follows:

|  |  |
| --- | --- |
| **Name of Shareholder** | **Number of Shares** |
| Tao Fallenstar |  |
| Dakota Kaiser |  |
|  |  |

**RESOLVED FURTHER** that the shares of Common Stock authorized to be sold and/or issued by the Company shall be offered and sold in accordance with pursuant to an exemption from registration provided by applicable state and federal securities laws;

**RESOLVED** **FURTHER,** that the officers of the Company are authorized and directed, for and on behalf of the Company, to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

**RATIFICATION AND DISCHARGE**

**RESOLVED,** that all prior acts done on behalf of the Company by the sole incorporator or his or her agents are ratified and approved as acts of the Company; and

**RESOLVED** **FURTHER,** that the sole incorporator or the sole incorporator’s agents are discharged from any further liabilities or duties with respect to the Company and the Company further agrees to indemnify and hold harmless the sole incorporator or the sole incorporator’s agents from any liability incurred in the past or the future with respect to organizing the Company.

**SOCIAL RESPONSIBILITY-SHAREHOLDER VALUE**

**RESOLVED**, the Corporation is a values-based company that seeks to make a positive social, environmental and economic impact on its employees, shareholders, society, customers, business relations and the biosphere (hereinafter “Ecosystemic Stakeholders”). The Corporation is committed to supporting and maintaining its core values by providing a balanced ecosystemic approach to internal governance and external relationships that provide positive impact for the benefit of our Ecosystemic Stakeholders. The impact on all Ecosystemic Stakeholders may, from time to time, result in the Board of Directors making decisions, in its discretion, to forego profits in consideration of positive user autonomy, eco-social impact and elevating long-term ethical considerations over short-term profits. In making decisions including, but not limited to, the direction, governance and economic strategies of Corporation, the Board of Directors shall consider the core values of the Corporation and strive to make decisions that benefit all Ecosystemic Stakeholders in determining the best interests of the Corporation and in defining shareholder value.

**INCORPORATION EXPENSES**

**RESOLVED,** that the officers of the Company are authorized and directed to pay the expenses of the incorporation and organization of the Company.

**ADDITIONAL FILINGS**

**RESOLVED,** that the appropriate officers of the Company are authorized and directed, for and on behalf of the Company, to make such filings and applications, to execute and deliver such documents and instruments, and to do such acts and things as such officer deems necessary or advisable in order to obtain such licenses, authorizations and permits as are necessary or desirable for the Company’s business, and to fulfill such legal requirements as are applicable to the Company and its business and to complete the organization of the Company.

**OMNIBUS RESOLUTIONS**

**RESOLVED,** that the appropriate officers of the Company are authorized and directed, for and on behalf of the Company, to make such filings and applications, to execute and deliver such documents and instruments, and to do such acts and things as such officer deems necessary or advisable in order to implement the foregoing resolutions; and

**RESOLVED** **FURTHER**, that the officers of the Company are authorized and directed to take such further actions and execute such documents as may be necessary in order to implement the foregoing resolutions.

This Action may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts may be delivered via facsimile, electronic mail (including pdf or any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes. This Action shall be filed with the minutes of the proceedings of the Board.

**ADJOURNMENT**

 The Chairman then asked if there was any other business to come before the meeting. There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Dakota Kaiser, Chairman

Attest:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Tao Fallenstar, Secretary