

Minutes of the Organizational Meeting of  
OREGON CARTOON INSTITUTE, INC.

The Organizational Meeting of the Incorporators of OREGON CARTOON INSTITUTE, INC. an Oregon Non Profit Corporation was held at 1420 American Bank Building, 621 SW Morrison Street, Portland OR on June 15, 2017.

All of the incorporators Carl Abbot, Ben Truwe, Ed Hillern were present or represented at the meeting. Carl Abbot was chosen temporary Chairperson of the meeting , and Kohel Haver was chosen temporary secretary of the meeting.

The temporary secretary reported to the meeting that duplicate originals of the Articles of Incorporation have been filed with the office of the Secretary of State of the state of Oregon, and that all fees and charges required by law have been paid; and that the company was now duly and validly formed. The articles of Incorporation were filed on June 1, 2017 and the registration number is 9999999999. He stated that the duplicate originals of the Articles of Incorporation as endorsed by the Office of the Secretary of State of the State of Oregon would be inserted in the minute book of the company. The temporary secretary presented and read said Articles of Incorporation to the meeting and on motion duly made, seconded and unanimously carried, the Board of Directors affirmed entry of said endorsed duplicate original of the Articles of Incorporation into the front of the minute book of the company once returned from the Secretary of State.

Upon motion duly made, second and carried, it was:

1. RESOLVED, that the Secretary of the company shall keep the minutes of meetings of the Board and that the minutes of such meeting shall be regularly transcribed and kept in a book of company records and that said company record book is to contain the Certificate of Incorporation of this company, the Bylaws, and the minutes of said meetings.

The temporary secretary then presented to the meeting the bylaws. After the bylaws had been presented at the meeting, article by article, and after full discharge thereof, on motion duly made, seconded, and unanimously carried, it was:

2. RESOLVED, that the set of Bylaws presented and read to the meeting by the temporary secretary shall be and hereby are adopted article by article and as a whole as the bylaws of this company.
3. RESOLVED FURTHER that the Secretary shall be, and hereby is, directed to insert said bylaws in the minute book of this company following entry of the Articles of Incorporation.

The temporary chairperson then stated that the bylaws provide for the establishment of the Offices of President and Secretary/Treasurer. Upon motion duly made, seconded and unanimously carried, the following offices were established: President and

Secretary/Treasurer. After full discussion and on motion duly made, seconded and unanimously carried, the following were then elected as officers of the company to act and serve in such capacity until the Annual Meeting or until their respective successors shall be duly elected and qualified, whichever shall come first.

President: Carl Abbott

Secretary/Treasurer: Ed Hillern

4. Upon motion duly made, seconded, and unanimously carried, it was ordered that the Treasurer by and is hereby authorized and instructed to apply for a federal tax ID number for the IRS and then open a bank account in the name of the company or the company's business name with a bank, and that until otherwise ordered, said bank be and is authorized to make payments from the funds of this company on deposit with is upon and according to the checks of the company.
5. Upon motion duly made, it was unanimously ordered that the officers of the company take immediate charge of the business of the company at Portland, Oregon, and elsewhere as the case may hereafter be, and conduct said business until otherwise ordered by the Board in such manner as to them may appear for the interest of the company.
6. The President was authorized to designate the principal office of the company in this state as the office for service of process on the company, and to designate such further agents for service of process within or without this state as is in the best interests of the company. The President as further authorized to execute all certificates or documents to implement the above.
7. RESOLVED, that the officers of the company shall be and hereby are authorized and empowered in the name of and on behalf of this company to do any and all acts and things and to execute any and all instruments and documents which may be necessary, desirable or proper to carry out, put into effect, or make operative any portion or portions of the bylaws or of these minutes and, in that regard and to that end, to execute contracts and agreements on behalf of the company in furtherance of its business, except as provided in the bylaws.

There being no further business to come before the meeting, the same was duly adjourned.

APPROVED:

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary/Treasurer

Date: \_\_\_\_\_