Action By Unanimous Written Consent  
In Lieu Of The Organizational Meeting  
Of The Board Of Directors  
Of  
Merlin Legal Open Source Foundation  

The undersigned, constituting the sole member of the Board of Directors (the “Board”) of Merlin Legal Open Source Foundation, a Colorado nonprofit corporation (the “Company”) adopts the following resolutions by unanimous written consent:

Appointment of Director  
The authorized number of directors is initially set at one and the Action by Written Consent of Sole Incorporator attached as Exhibit A appointing the Company’s initial director is ratified and approved.

Certificate of Incorporation  
The Certificate of Incorporation of the Company filed with the Colorado Secretary of State on September 22, 2019 is ratified and affirmed.

Appointment of Officers  
Each of the following offices will be held by the person named below, to serve at the pleasure of the Board:

Director  
Robert Ambrogi

Chief Financial Officer  
Lew Visscher

Secretary  
John Tredennick

Adoption of Bylaws  
1. The Bylaws attached as Exhibit B are adopted as the Bylaws of the Company.

2. 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; State Tax Identification Numbers  
The officers of the Company are authorized and directed to apply to (i) the Internal Revenue Service for an Employer Identification Number on Form SS-4; and (ii) any applicable state authority for a taxpayer identification number in such state.

Withholding Taxes  
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

The Company be qualified to do business in any jurisdiction that the Company may deem from time to time to be necessary and that the officers of the Company are authorized and empowered to execute and file 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

1. The Director, the Chief Financial Officer and the Secretary of the Company are 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.

2. 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.

3. 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 has received written notice of the revocation or amendment of these resolutions adopted by the Board.

Fiscal Year

The fiscal year of the Company will end on December 31st of each year.

Principal Office

The principal executive office of the Company will be at a location as determined by the officers of the Company.

Management Powers

The officers 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.

Indemnity Agreement

1. The Indemnity Agreement in substantially the form attached hereto as Exhibit C is adopted and approved.

2. The Company will enter into Indemnity Agreements with each of its directors and such executive officers determined by the Company in substantially the form attached hereto, together with any changes to such agreements determined by the proper officers of the Company to be desirable, and that such determination will be conclusively evidenced by such officer’s execution and delivery of a definitive Indemnity Agreement.

3. The officers of the Company are authorized and directed to solicit stockholder consent to the adoption of the form of Indemnity Agreement.

Ratification and Discharge

1. 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.

2. 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.

**Incorporation Expenses**

The officers of the Company are authorized and directed to pay the expenses of the incorporation and organization of the Company.

**General Authorizing Resolution**

The officers of the Company are authorized and directed 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 carry out the foregoing resolutions.

This Action by Unanimous Written Consent of the Board of Directors 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 will be deemed to have been duly and validly delivered and be valid and effective for all purposes. This Action by Unanimous Written Consent of the Board of Directors will be filed with the minutes of the proceedings of the Board.

The undersigned has executed this Action by Unanimous Written Consent of the Board of Directors as of the date set forth under his or her name.

John Tredennick

Date: October 15, 2019
EXHIBIT A

ACTION BY WRITTEN CONSENT OF SOLE INCORPORATOR
EXHIBIT C

FORM OF INDEMNITY AGREEMENT