

**RATIFICATION AND CONSENT IN LIEU OF
ORGANIZATIONAL MEETING
OF THE DIRECTORS
OF
THE ARTS MUSIC OPPORTUNITIES CORPORATION**

The undersigned being all the directors of **The Arts Music Opportunities Corporation**, hereinafter referred to as "Directors", consent to and ratify the actions which were taken to organize **The Arts Music Opportunities Corporation** (the "Corporation"), a nonprofit corporation, and does hereby adopt the following resolutions by unanimous written consent:

I. Certificate of Formation

The Certificate of Formation for the Corporation was effective **June 5, 2023**. The Secretary of State of the State of Texas issued a formal Certificate of Filing on that date.

RESOLVED, that a filed-marked copy of the Certificate of Formation of the Corporation and the original Certificate of Filing from the Texas Secretary of State be inserted in the Company Record Book.

II. Record Book

RESOLVED, that the Corporation maintain a Company Record Book containing the minutes of this meeting and all subsequent meetings of the Board of Directors of this Corporation and such other documents as the Board of Directors shall from time to time direct.

III. Bylaws

The Bylaws, which regulate the conduct of the Corporation's business, have been examined and approved by the Directors.

RESOLVED, that the Bylaws presented and to and considered by the Directors are adopted as the Bylaws of the Corporation, and the Secretary of the Corporation is ordered to insert a copy of the Bylaws in the Company Record Book, maintain them in the Corporation's principal business office, and keep them open for inspection by the Directors at all reasonable times during office hours.

IV. Conflict of Interest Policy

The Board has examined and approved a Conflict of Interest Policy to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible

excess benefit transaction.

RESOLVED, that the Conflict of Interest Policy presented to and considered by the Directors is adopted as the Conflict of Interest Policy of the Corporation and the Secretary of the Corporation is ordered to insert a copy of the Conflict of Interest Policy in the Company Record Book, maintain it in the Corporation's principal business office, and keep it open for inspection by the Directors at all reasonable times during office hours.

V. Seal

RESOLVED, that the form of seal presented at the meeting be, and hereby is, adopted as the Corporation's official seal, and that an impression thereof be embossed on the margin of these minutes to the right of this resolution.

VI. Officers

The Directors are electing Officers in accordance with the Bylaws.

RESOLVED, that the following persons have been elected to the following positions:

<u>Office</u>	<u>Officeholder</u>
President	Scott L. Hartsfield
Vice President	None
Secretary	Charles A. Moon
Treasurer	Obed Salas-Martinez

VII. Compensation of Officers

RESOLVED, that no salaries will be paid to officers unless the bylaws are amended to allow payment of same. Officers may be paid for corporate events on a contract basis in their official capacity or as an individual performing duties other than as an officer of the Corporation.

VIII. Tax Exempt Status

RESOLVED, that the President, Treasurer and Secretary make application to the Internal Revenue Service for federal tax-exempt status under the appropriate sections of the Internal Revenue Code of the United States and make further application to the Texas Comptroller for state tax-exempt status.

FURTHER RESOLVED, that the officers of the Corporation be, and hereby are, directed to take any and all lawful action necessary, convenient, or ancillary to obtaining and maintaining such tax-exempt status.

IX. Bank Account

RESOLVED, that the Corporation establish in its name one or more deposit accounts with a bank chosen by the President and Treasurer, on such terms and conditions as authorized to establish all such accounts.

FURTHER RESOLVED, that the Corporation hereby adopts by reference all of the resolutions and provisions of that certain Banking Resolution, a copy of which is attached to and made a part of these minutes.

X. Fiscal Year

The fiscal year shall be the calendar year ending December 31 subject to change, as appropriate, at the discretion of the Managers by resolution.

XI. Carry On Business

The signing of these minutes shall constitute full consent, confirmation, ratification, adoption and approval of the actions taken by the Corporation and the Directors.

Dated: June 10, 2023

Scott L. Hartsfield

Charles A. Moon

Obed Salas-Martinez