

## **Corporate Minutes**

### **About this document**

Corporate minutes provide a written record that business decisions are made in accordance with the corporation's bylaws. Corporate minutes record key decisions that require formal board of director or shareholder approval. Documenting important corporate decisions can help you minimize the risk of personal liability if the corporation is sued or audited.

We recommend keeping your corporate minutes with the core records of your business.

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**MINUTES OF THE  
INITIAL BOARD OF DIRECTORS MEETING  
OF  
Brainworks ASBISG**

The initial meeting of the Board of Directors (“the Board”) of Brainworks ASBISG (the “Corporation”) was held on 02/04/2019, at 6:00pm, in the principal executive office, in accordance with §1703 of the Pennsylvania Business Corporation Law of 1988 (the “Act”).

The following Directors were present, which constituted a quorum of the Board:

Michael W Idell

In addition, at the invitation of the Board, the following persons were in attendance:

Name	Title
Michael W Idell	CEO
Ann M Idell	Medical Director
Susan Spurr	Advisor
Shanti Ramcharitar	Treasurer
Teresa Rubenstein	Secretary

Upon notice duly given, the meeting was called to order.

On motion duly made and carried, a Chairperson of the meeting was elected, being Michael W Idell, who accepted the position and proceeded with the discharge of duties. The Chairperson announced that the meeting was being held in accordance with the notification requirements of the Corporation’s Bylaws if so required, or pursuant to the waiver of notice by all Directors entitled to receive notice under said Bylaws. Copies of any Director written waivers, as well as any prepared certificates of mailing of notice, are attached to these minutes.

The minutes of the organization meeting of incorporators were read and approved.

The following reports or discussions were held:

Presenter	Topic
Michael W Idell	We discussed fundraising events, costs, monies donated, establishment of banking and topics of upcoming meetings for the organization and it's members.

On motion duly made and carried by the affirmative vote of a majority of Directors in attendance at the meeting, the following resolutions were adopted by the Directors entitled to vote at the meeting:

## **ELECTION OF OFFICERS**

RESOLVED, that in accordance with §1732 of the Act, each of the following persons shall be, and hereby is, elected to the offices set forth their respective names to hold such offices until the next annual meeting of the Board of Directors and until their respective successors are elected and qualified, or until their earlier resignation or removal:

<u>Office</u>	<u>Name</u>
Chairperson of the Board:	Ann M Idell
President:	Michael W Idell
Secretary:	Teresa Rubenstein
Chief Financial Officer:	Michael W Idell
President:	Michael W Idell

## **FISCAL YEAR**

RESOLVED, that the fiscal year of the Corporation shall be the calendar year ending December 31, except that the first fiscal year shall begin on the date of incorporation of the Corporation.

## **AGENT AND OFFICE**

RESOLVED, that in compliance with §1507 of the Act, Brainworks ASBISG Organization is designated the Registered/Statutory Agent of the Corporation and that the Registered/Principal Office shall be located at 3533 Route 611 Unit 1, Bartonsville, PA 18372.

## **MINUTES AND BOOKS**

RESOLVED, that the Secretary of the Corporation shall record, or cause to be recorded, all proceedings of the Board of Directors, Board Committees, Shareholders and members in a book to be kept for that purpose at the principal executive office of the Corporation;

FURTHER RESOLVED, that the minutes of all meetings of the Board of Directors, Board Committees, Shareholders and members shall include a record of the proceedings, as well as the time and place of the meeting; whether it is regular, annual or special; what notice of the meeting was given; the names of those present; and such additional information as required by the Corporation's Articles and Bylaws; and

FURTHER RESOLVED, that the Secretary of the Corporation is directed to procure a minute book and any other books and records that may be required by the Corporation, any or all of which books and records shall be available for examination by any shareholder for any proper purpose as provided by law.

## **ISSUANCE OF COMMON STOCK**

RESOLVED, that in accordance with §1521 of the Act, the proper officers are hereby authorized and directed to cause the Corporation to issue shares of its authorized Common Stock, \$.01 par value, such issuance to be to the persons listed below and, in the case of each such person, to be in the number of shares set forth opposite such person's name, and such issuance to be in exchange for consideration of the payment thereof by each of such persons of cash in the amount set forth opposite such person's name (in the aggregate), which payment has heretofore been received by the Corporation; and that upon the issuance thereof such shares shall be fully paid and nonassessable and shall be represented by stock certificates issued and delivered to the persons, and in the denominations, set forth below:

Shareholder	Shares	Consideration	Date Issued
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Shareholder	Shares	Consideration	Date Issued
Michael W Idell	\$.01	100	02/04/2019

### **BANKING AND FUNDS**

RESOLVED, that PNC Bank, 1336 Pocono Blvd, Mount Pocono, PA 18344, shall be the depository in which the funds of the Corporation shall be deposited; and the proper officers of the Corporation shall be, and the same hereby are, authorized to open a bank account or accounts at said bank in the name of, and on behalf of, the Corporation, for the deposit of funds belonging to the Corporation; and

FURTHER RESOLVED, that disbursements of the funds of the Corporation shall be made in accordance with all such rules, procedures and limitations as established by the proper officers, who are authorized to prescribe such rules or limitations with respect to the authority of the officers and employees of the Corporation to make or authorize the expenditure of Corporation funds, and the creation of contractual commitments on behalf of the Corporation.

### **PRINCIPAL EXECUTIVE OFFICE**

RESOLVED, that the principal executive office of this Corporation shall be established and maintained at 295 Coach Road, Tobyhanna, PA 18466.

The following additional resolutions were considered and adopted at the meeting, upon motion duly made and carried:

Resolutions which were passed during this meeting were the roles, responsibilities, calendar events, and participation.

RESOLVED, that the proper officers of the Corporation are authorized, empowered and directed, in the name of and on behalf of the Corporation, to take all such further action as they may deem necessary or appropriate in order to fully effectuate the purposes of the foregoing resolutions, and the execution by such officers of any document or instrument in connection with the foregoing matters shall conclusively establish their authority therefore; and

FURTHER RESOLVED, that any and all actions heretofore taken by any proper officer of the company in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for its approval prior to such actions being taken.

There being no further business before the meeting the same was, on motion, duly adjourned at 8:30pm.

Dated: 02/04/2019



Teresa Rubenstein