

**MIDNIGHT RIDER MARKSMEN
MINUTES OF THE BOARD OF DIRECTORS**

**MINUTES OF FIRST MEETING
OF BOARD OF DIRECTORS OF
MIDNIGHT RIDER MARKSMEN**

The directors named in the Articles of Incorporation of the corporation named above, constituting the board of directors of this corporation, held their first meeting at the time, on the day and at the place set forth as follows:

Time: 1900 EST Date: 5 Jan 2015 Place: Sumter, SC

The following directors, constituting a quorum of the full board, were present at the meeting:

- Christopher Seidler
- Heather Seidler

The following directors were absent: None

On the motion and by unanimous vote, the following persons were elected temporary chairperson and secretary for the first meeting:

Temporary Chairperson: Heather Seidler

Temporary Secretary: Christopher Seidler

WAIVER

The chairperson announced that the meeting was held pursuant to written waiver of notice thereof and consent thereto agreed to by all of the directors of the corporation named as such in the Articles of Incorporation; such waiver and consent was presented to the meeting and on motion duly made, seconded, and unanimously carried.

ARTICLES FILED

The secretary stated that the original Articles of Incorporation of the corporation had been filed in the office of the Secretary of State on December 30, 2015. The chairperson presented to the meeting a copy of the Articles of Incorporation, showing the filing as stated, and the secretary was directed to insert the copy in the book of minutes of this corporation.

Secretary's Initials: 

**MIDNIGHT RIDER MARKSMEN
MINUTES OF THE BOARD OF DIRECTORS**

BYLAWS

The matter of the adoption of bylaws for the regulation of the corporation was next considered. After some discussion, the Board decided to table the subject of bylaws for the current time.

ISSUANCE OF MEMBERSHIPS; ESTABLISHMENT OF DUES

The president next suggested that the Board consider issuing memberships and establishing dues. After some discussion, the Board decided to table the subject of memberships for the current time.

ELECTION OF OFFICERS

The meeting proceeded to the election of a president, a vice-chairperson, a secretary, and a treasurer. The following were duly nominated and elected to the offices indicated before their names:

PRESIDENT: Heather Seidler

VICE-PRESIDENT: Christopher Seidler

SECRETARY: Christopher Seidler

TREASURER: Christopher Seidler


Each officer so elected, being present, accepted his or her office, and thereafter the chairperson presided at the meeting as president, and the secretary acted as secretary of the meeting.

ACCOUNTING YEAR

The chairperson suggested that the meeting consider the adoption of an accounting year.

On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that this corporation adopt an accounting year as follows:

Date Accounting Year Begins: 1 January ~~December~~ 

Date Accounting Year Ends: 31 December

Secretary's Initials: 

**MIDNIGHT RIDER MARKSMEN
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PRINCIPAL OFFICE LOCATION

After some discussion, the location of the principal office of the corporation for the transaction of the business of the corporation was fixed pursuant to the following resolution unanimously adopted, on motion duly made and seconded:

RESOLVED, that the City of Las Vegas, County of Clark, Nevada is hereby designated and fixed as the city and county in which the principal office for the transaction of the business of this corporation shall be located, until changed by subsequent resolution of this board.

ESTABLISHMENT OF BANK ACCOUNT

The treasurer suggested that the directors consider the proposal of establishing a bank account. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

WHEREAS, the Board of Directors has determined it to be in the best interest of the Corporation to establish a banking resolution with Wells Fargo Bank.

RESOLVED, that the president is authorized and directed to execute and file all necessary applications for a corporate Employer Identification Number.

RESOLVED FURTHER, that the Secretary/Treasurer of the Corporation is hereby authorized to designate any bank or trust company in any city in the United States as a depository for the funds of Corporation.

RESOLVED FURTHER, further, that the Secretary/Treasurer of the Corporation, namely: Christopher M. Seidler is hereby authorized to name and designate in writing any officer or officers, employee or employees of the Corporation to withdraw the funds of the Corporation deposited with any one or more of said depositories by checks or drafts, in the name of Corporation.

INCORPORATION EXPENSES

In order to provide for the payment of the expenses of incorporation and organization of the corporation, on motion duly made, seconded, and unanimously carried, the following resolution was adopted:

WHEREAS, the initial filing fee for the Nevada Secretary of State for Articles was \$50,

WHEREAS, the fee for service with Nevada Registered Agent, LLC fee for 2015 was \$49,

WHEREAS, the filing fee for the Nevada Secretary of State for initial list of officers was \$25,

WHEREAS, Christopher M. Seidler personally paid for the above fees,

RESOLVED, that the president or the treasurer of this corporation be, and they hereby are, authorized and directed to reimburse Christopher M. Seidler the expense of the incorporation and organization of this corporation, not to exceed \$124, when funds are available to do so.

Secretary's Initials:



**MIDNIGHT RIDER MARKSMEN
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AUTHORIZATION TO FILE WITH GOVERNMENTAL AGENCIES

Exemptions from Federal and State Taxes. The treasurer explained that federal and state tax exemptions are available to certain nonprofit corporations. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the president or treasurer ascertain the availability of exemptions from taxation under the federal and state tax codes and, if such are available, the president or treasurer are authorized to execute and file all necessary applications for exemptions from such tax with the appropriate state and federal tax authorities, and to pay necessary filing fees.

Statement of Information. The following resolution was moved, seconded, and unanimously carried:

RESOLVED, that the president or secretary are authorized and directed to execute and file with the office of the Secretary of State the Statement of Information, setting forth the names and addresses of the corporation, its officers, directors, and registered agent for service of process.

Compliance with Local Solicitation Ordinances. The following resolution was moved, seconded, and unanimously carried:

RESOLVED, that the president or secretary are directed to ascertain any and all legal requirements imposed on organizations soliciting funds for charitable purposes from the public in the City of Las Vegas and the County of Clark, Nevada; and

RESOLVED FURTHER, that the president or treasurer are authorized and directed to make all necessary filings and obtain all necessary permits authorizing and allowing this corporation to make public solicitations for contributions for charitable purposes in the jurisdiction named above.

CONTRACTS

Initial Funding Loan. The treasurer explained that currently Midnight Rider Marksmen has no funding. After discussion, the following resolution was moved, seconded, and unanimously carried:

WHEREAS, the Board of Directors has determined it to be in the best interest of the Corporation to obtain initial working capital,

RESOLVED, that the Secretary/Treasurer of the Corporation is hereby authorized to negotiate the terms of and accept promissory notes not to exceed \$3000 in total from Christopher and Heather L. Seidler with repayment terms as they deem reasonable,

RESOLVED FURTHER, that the signature of any corporate officer shall be conclusive evidence of the authority of such an officer to execute and deliver such Loan Document on behalf of the corporation,

Secretary's Initials:



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Graphic Design. The vice-president explained that currently Midnight Rider Marksmen has no graphics suitable for logos, corporate seals, or other designs. After discussion, the following resolution was moved, seconded, and unanimously carried:

WHEREAS, the Board of Directors has determined it to be in the best interest of the Corporation to obtain graphic design services,

RESOLVED, that any officer is authorized to engage the services of Wingspan Graphics of Lincoln, CA,

RESOLVED FURTHER, that officers shall consult with the Board prior to expending greater than \$100 on graphic design services with Wingspan Graphics,

RESOLVED FURTHER, that upon satisfactory completion of graphic design services, the officers are authorized and directed to recognize Wingspan Graphics as a sponsor of the Midnight Rider Marksmen for a period of at least two years, to include public acknowledgement of Wingspan Graphic's support as appropriate commensurate with the fair market value of donated work,

Insurance. The vice-president explained that currently Midnight Rider Marksmen has no insurance coverage. After discussion, the following resolution was moved, seconded, and unanimously carried:

WHEREAS, the Board of Directors has determined it to be in the best interest of the Corporation to obtain General Liability, Professional Liability, and Directors and Officers Insurance,

RESOLVED, that any officer is authorized to obtain quotes and contract for appropriate insurance services,

IMPLEMENTATION

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to execute all documents and to take all such action as they may deem necessary or advisable in order to effectuate the purposes of the foregoing resolutions.

ADJOURNMENT

There being no further business, on motion duly made, seconded, and unanimously carried, the meeting was adjourned.

Dated: 5 Jan 15

Secretary Chris [Signature]

President [Signature]

Secretary's Initials: [Signature]