

**UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS**  
**OF**  
**ASSOCIATION OF POWER EXCHANGES CORPORATION**

The undersigned, constituting all of the members of the Board of Directors of Association of Power Exchanges Corporation, a Delaware nonprofit nonstock corporation (the "Corporation"), hereby adopt the following resolutions by written consent:

**INCORPORATION**

WHEREAS, the original certificate of incorporation of the Corporation were filed in the office of the Secretary of State of Delaware on the 29<sup>th</sup> day of June, 2016, and

WHEREAS, the Incorporator of the Corporation has elected the undersigned as the initial directors,

NOW, THEREFORE, BE IT RESOLVED, that all actions heretofore taken on behalf of the Corporation by the Incorporator be, and they hereby are, ratified and affirmed; and

RESOLVED FURTHER, that a certified copy of the articles of incorporation be inserted by the Secretary of the Corporation in the minute book of the Corporation and kept at the principal office for the transaction of business of the Corporation.

**AGENT FOR SERVICE OF PROCESS**

RESOLVED, that Corporation Service Company, named as the initial agent for service of process in the Certificate of Incorporation of the Corporation, is named as the Corporation's agent for service of process.

**ADOPTION OF BYLAWS**

WHEREAS, it is deemed to be in the best interest of the Corporation that bylaws be adopted.

NOW, THEREFORE, BE IT RESOLVED, that the form of Bylaws attached hereto as Exhibit A be, and they hereby are, adopted as the Bylaws of the Corporation;

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to execute a certificate as to the adoption of the Bylaws

by these resolutions, to affix such certificate immediately following the last page thereof and to cause said Bylaws, together with such certificate, to be placed in the minute book of the Corporation; and

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to cause a true and complete copy of said Bylaws, as amended from time to time, as now or hereafter in effect, similarly certified, to be kept at the principal office of the Corporation in Pennsylvania.

### **ELECTION OF OFFICERS**

The following persons are hereby elected to the following offices until such persons resign or are terminated or replaced by a duly authorized action of the Board:

Chairman: Frederick S. (Stu) Bresler III

Secretary: Michelle Harhai

Treasurer: Lisa Drauschak

### **PAYMENT OF INCORPORATION EXPENSES**

RESOLVED, that each of the officers of the Corporation is authorized and directed to cause the Corporation to pay the expenses of its incorporation and organization.

### **ESTABLISHMENT OF BANK ACCOUNTS**

RESOLVED, that any two officers of the Corporation, acting together, are authorized to:

(a) Designate one or more banks, trust companies or other similar institutions as a depository of the funds, including, without limitation, cash and cash equivalents, of the Corporation;

(b) Open, keep, and close general and special bank accounts, including general deposit accounts, payroll accounts, and working fund accounts, with any such depository;

(c) Cause to be deposited in accounts with any such depository, such funds, including, without limitation, cash and cash equivalents, of the Corporation as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to make such deposits and to endorse checks, drafts, or other instruments for such deposits;

(d) From time to time designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts, and to revoke any such designation;

(e) 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 trust companies customarily require as a condition for permitting the use of facsimile signatures;

(f) Make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable; and

(g) Complete, execute and/or certify any customary printed bank signature card forms to exercise the authority granted by this resolution.

RESOLVED FURTHER, that any form resolutions required by any such depository, which relate to the establishment of such accounts and the authorization of signatories with respect thereto and substantially incorporate the authorizations contained in these resolutions, are adopted and approved; and

RESOLVED FURTHER, that any such depository is entitled to rely on these resolutions, if they are certified by an officer of the Corporation, for all purposes until it shall have received written notice of the revocation or amendment of these resolutions by the Board.

#### **EXEMPTIONS FROM FEDERAL AND STATE TAXES**

RESOLVED, that each of the officers of the Corporation is authorized to consult with legal counsel to ascertain the availability of exemptions from taxation under federal and state tax codes and, if such exemptions are available, the officers of the Corporation are, and each hereby is, authorized and directed to execute and file all necessary applications for exemptions from such taxes with the appropriate state and federal tax authorities, and to pay the necessary filing fees.

### **PRINCIPAL OFFICE**

RESOLVED, that the principal office for the transaction of business of the corporation shall be at 2750 Monroe Blvd, Valley Forge Corporate Center, Norristown , PA 19403.

### **ADOPTION OF ACCOUNTING YEAR**

WHEREAS, the adoption of an accounting year for the Corporation is deemed advisable.

NOW, THEREFORE, BE IT RESOLVED, that the first accounting year of the Corporation be, and it hereby is, fixed from the date of incorporation to December 31<sup>st</sup> , 2016, and thereafter the accounting year of the Corporation is to end on December 31<sup>st</sup> of each year.

### **EMPLOYER IDENTIFICATION APPLICATION**

WHEREAS, it is deemed to be in the best interests of the Corporation that the Corporation apply for and obtain any necessary employer identification number with the Internal Revenue Service ("IRS") and any other identification numbers, permits or licenses required by law or deemed necessary or advisable.

NOW, THEREFORE, BE IT RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, directed and empowered to prepare and file, or cause to be prepared and filed, appropriate applications to obtain an employer identification number with the IRS and any other identification numbers, permits or licenses required by law or deemed necessary or advisable for the conduct of the business of the Corporation; and

RESOLVED FURTHER, that such specific resolutions as may be required to have been adopted by the Board in connection with any of the actions authorized or permitted by the foregoing resolutions by any of the jurisdictions in which such actions are taken or applications filed be and the same hereby are adopted, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to certify as to the adoption of any and all such resolutions.

**RATIFICATION**

RESOLVED, that any and all acts taken and any and all agreements or other instruments executed on behalf of the Corporation by any officer or officers of the Corporation prior to the execution hereof with regard to any of the transactions or agreements authorized or approved by any or all of the foregoing resolutions are ratified, confirmed, adopted and approved.

**GENERAL**

RESOLVED FURTHER, that the officers of the Corporation be, and hereby are, authorized and directed to execute all documents and to take such action as they may deem necessary or advisable in order to carry out the purposes of these resolutions.

Dated: July 29<sup>th</sup> 2016 .  
[Signature]  
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, Secretary