

ACTION BY UNANIMOUS WRITTEN CONSENT

IN LIEU OF THE ORGANIZATIONAL MEETING BY THE BOARD OF DIRECTORS

The undersigned, as all of the members of the Board of Directors (the "Board") of Student Research and Development, a Washington non-profit corporation (the "Company"), pursuant to Section 24.03.465 of the Revised Code of Washington and the Bylaws of the Company, hereby adopt the following resolutions by unanimous written consent, effective as of this 28th day of January, 2014.

1. AMENDMENT OF ARTICLE 2 OF THE COMPANY'S BYLAWS

RESOLVED, that pursuant to Section 24.08.070 of the Revised Code of Washington, Article 2, Section 2 of the Company's Bylaws be, and hereby is, amended and restated in its entirety to read:

"Section 2. Specific Purposes and Objectives

The specific objectives and purposes of this corporation shall be:

- (a) To educate the public in the application of technology and its uses in the future;
- (b) To provide resources for students in their scientific and technological education;
- (c) To inspire students to pursue their interests in science and technology;
- (d) To run events to encourage and inspire students to work on personal projects to further their technological education."

2. AMENDMENT OF ARTICLE 3 OF THE COMPANY'S BYLAWS

RESOLVED FURTHER, that pursuant to Section 24.08.070 of the Revised Code of Washington, Article 3, Section 2 of the Company's Bylaws be, and hereby is, amended and restated in its entirety to read:

"Section 2. Qualifications

Directors shall be of the age of majority in this state."

RESOLVED FURTHER, that pursuant to Section 24.08.070 of the Revised Code of Washington, Article 3, Section 5 of the Company's Bylaws be, and hereby is, amended and restated in its entirety to read:

"Section 5. Term of Office

The board will consist of the number of directors specified in Section 1 of this article, all but one of whom will be elected by the board of directors pursuant to Section 24.03.100 of the Revised Code of Washington (the "elected directors"), and one will be the president.

Each elected director shall hold office for a period of three years, or until his or her successor is elected and qualified. The President will cease to be a director immediately upon ceasing to hold the office of president unless otherwise elected by the directors."

RESOLVED FURTHER, that pursuant to Section 24.08.070 of the Revised Code of Washington, Article 3, Section 7 of the Company's Bylaws be, and hereby is, amended and restated in its entirety to read:

"Section 7. Place of Meetings

Meetings shall be held:

- (a) At any office of the corporation unless otherwise provided by the board, or;
- (b) By means of audio or audio and visual communication by which all directors participating and consisting of a quorum can simultaneously hear or hear and see each other throughout the meeting pursuant to Section 24.03.120 of the Revised Code of Washington, or;
- (c) At such other place which may be designated from time to time by resolution of the board of directors."

RESOLVED FURTHER, that pursuant to Section 24.08.070 of the Revised Code of Washington, Article 3, Section 11 of the Company's Bylaws be, and hereby is, amended and restated in its entirety to read:

"Section 11. Quorum for Meetings

A quorum shall consist of two-thirds of the voting members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain is a motion to adjourn."

RESOLVED FURTHER, that pursuant to Section 24.08.070 of the Revised Code of Washington, Article 3, Section 14, Paragraph 1 of the Company's Bylaws be, and hereby is, amended and restated in its entirety to read:

"Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, (2) upon the end of the term of an elected director, (3) immediately on the president ceasing to hold the office of President, unless otherwise elected by the board of directors, and (4) whenever the number of authorized directors is increased."

RESOLVED FURTHER, that pursuant to Sections 24.08.070 and 24.03.465 of the Revised Code of Washington, the following section be, and hereby is, inserted at the end of Article 3, and will hereby be known as Article 3, Section 18:

"Section 18. Action by Consent

Any action that can be taken at a meeting of directors or of a committee of the board may be taken without a meeting if a written consent, describing the action to be taken, is signed before or after such action by all of the directors in office, or all of the members of the committee, as the case may be. Such consent will have the same effect as a unanimous vote and will be effective when the last director signs, unless a later date is specified."

RESOLVED FURTHER, that pursuant to Section 24.03.465 of the Revised Code of Washington, the following section be, and hereby is, inserted at the end of Article 3, and will hereby be known as Article 3, Section 19:

“Section 19. Election Procedure

Relative to each meeting after the term of an elected director has ended or there is a vacancy on the board, or when provided by written consent under the same condition, any director may recommend a slate of candidates to succeed any member whose term is expired or to fill any vacancies. At such a point, the director shall furnish to all directors information as to the identities of the nominees for election to the board, such biographical information for each of them as the director may consider appropriate, and a ballot for use in voting. Such information and ballot may be provided in person, by mail, or electronically.

With respect to each nomination for election to a seat which is not contested, the ballot shall indicate that members may either cast their vote “for”, or expressly “withhold” their vote as to such nominee. A nominee will be elected if the number of votes cast “for” the nominee exceeds the number of votes expressly “withheld”. In such an uncontested election, any nominee who does not receive a greater number of “for” than “withhold” votes will not be elected, and the board seat for which the nominee was nominated will be considered vacant.

In an election where the board member has created a contest by nominating more nominees than the number of seats to be filled, a nominee will be elected upon receiving the greatest number of votes in favor of his or her election, followed by the nominee who receives the second most votes, and so on until all available seats are filled.”

3. AMENDMENT TO ARTICLE 4 OF THE COMPANY’S BYLAWS

RESOLVED, that pursuant to Section 24.08.070 of the Revised Code of Washington, Article 4, Section 1 of the Company’s Bylaws be, and hereby is, amended and restated in its entirety to read:

“Section 1. Designation of Officers

The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board. Additionally, the president may also serve as either the secretary or treasurer.”

RESOLVED FURTHER, that pursuant to Section 24.08.070 of the Revised Code of Washington, Article 4, Section 2 of the Company’s Bylaws be, and hereby is, amended and restated in its entirety to read:

“Section 2. Qualifications

Any person may serve as officer of this corporation.”

RESOLVED FURTHER, that pursuant to Section 24.08.070 of the Revised Code of Washington, the title of Article 4, Section 7 of the Company’s Bylaws be, and hereby is, amended and restated in its entirety to read:

“Section 7. Duties of the Treasurer”

RESOLVED FURTHER, that pursuant to Section 24.08.070 of the Revised Code of Washington, Article 4, Section 7 of the Company's Bylaws be, and hereby is, amended such that all references to the "chief financial officer" are deleted and replaced with "treasurer".

RESOLVED FURTHER, that pursuant to Section 24.08.070 of the Revised Code of Washington, Article 4, Section 8 of the Company's Bylaws be, and hereby is, deleted, and the remainder of the section renumbered.


4. AMENDMENT TO ARTICLE 5 OF THE COMPANY'S BYLAWS

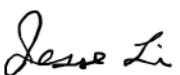
RESOLVED, that pursuant to Section 24.08.070 of the Revised Code of Washington, the blank in Article 5, Section 1 of the Company's Bylaws be, and hereby is, deleted and replaced with the phrase "at least 2".


IN WITNESS THEREOF, the undersigned has executed this Action by Unanimous Written Consent as of the date first set forth above.

DIRECTORS:


Edward Jiang, Director


Amy Fan, Director


Jesse Li, Director


Kevin Chen, Director



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