

# 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.

**RESOLVED**, that pursuant to Article 3, Section 19 of the Company's Bylaws, the following candidates be, and hereby are, nominated by Edward Jiang to fill the board seats left vacant, and filled by members whose terms have expired.

1. Christy Wilson – Senior VP of Product Operations & Engineering Cross-Functions at Splunk, and founder of Splunk4Good.
2. Mike Koss – former co-founder of Coinlab, former CEO of Faves.com, and angel investor.
3. Charlie Kindel – Director of Consumer Payment Products at Amazon.
4. Tyler Menezes – Program Director of StudentRND.

**RESOLVED FURTHER**, that pursuant to Article 3, Section 19 of the Company's Bylaws, a ballot (Exhibit A) is provided to members for voting, and that, because the election is uncontested, any candidates will be elected if the number of "for" votes exceeds the number of "withheld" votes.

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

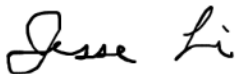
**DIRECTORS:**



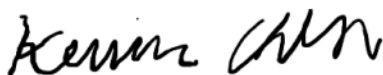
Edward Jiang, Director



Amy Fan, Director



Jesse Li, Director



Kevin Chen, Director

# BALLOT

Please mark either “for” or “withhold” for each candidate and return to Edward Jiang:

Christy Wilson      For [  ]    Withhold [  ]

Mike Koss            For [  ]    Withhold [  ]

Charlie Kindel      For [  ]    Withhold [  ]

Tyler Menezes      For [  ]    Withhold [  ]

**PLEASE EMAIL YOUR VOTE TO  
edj@studentrnd.org**



## Audit Trail

Unique document ID: d02c620caabf8ba7fb02acfaae59da82541b4bc4

Document name: Written Consent to Vote in New Board Members

Status: Signed by everyone and closed

02/25/2014

04:25:23 UTC Document (writtenconsent\_voting.pdf) uploaded by  
edj@studentrnd.org  
IP: 24.17.207.158

05:36:27 UTC Document (writtenconsent\_voting.pdf) uploaded by  
edj@studentrnd.org  
IP: 24.17.207.158

05:36:58 UTC Document signed by edj@studentrnd.org  
IP: 24.17.207.158

05:36:58 UTC Document sent for signature to: Jesse Li  
(jesse.elite@gmail.com), Kevin Chen  
(kevichen@umich.edu) and Amy Fan (amyfan@mit.edu)  
IP: 24.17.207.158

05:38:05 UTC Document viewed by Jesse Li (jesse.elite@gmail.com)  
IP: 71.206.29.32

05:38:45 UTC Document viewed by Kevin Chen (kevichen@umich.edu)  
IP: 216.106.158.65

05:39:15 UTC Document viewed by Jesse Li (jesse.elite@gmail.com)  
IP: 71.206.29.32

05:42:02 UTC Document signed by Jesse Li (jesse.elite@gmail.com)  
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05:44:42 UTC Document signed by Kevin Chen (kevichen@umich.edu)  
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02/26/2014

04:42:41 UTC Document viewed by Amy Fan (amyfan@mit.edu)



## Audit Trail

Unique document ID: d02c620caabf8ba7fb02acfaae59da82541b4bc4

Document name: **Written Consent to Vote in New Board Members**

Status: **Signed by everyone and closed**

IP: 18.111.10.182

04:42:58 UTC Document signed by Amy Fan (amyfan@mit.edu)

IP: 18.111.10.182

04:42:58 UTC The document has been signed by everyone and is now closed.

The following is a record of the result of the vote of the Board of Directors of Student Research and Development, a Washington Non-profit Corporation (the "Company") which was held on January 28, 2014.

## **RESULTS**

Election of Christy Wilson to fill a seat on the Board of Directors of the Company currently filled by Amy Fan, a member whose term has expired.

**Results:** 4 for, 0 against

**Result:** Elected

Election of Mike Koss to fill a seat on the Board of Directors of the Company currently filled by Jesse Li, a member whose term has expired.

**Results:** 4 for, 0 against

**Result:** Elected

Election of Charlie Kindel to fill a seat on the Board of Directors of the Company currently filled by Kevin Chen, a member whose term has expired.

**Results:** 4 for, 0 against

**Result:** Elected

Election of Tyler Menezes to fill a vacant seat on the Board of Directors of the Company.

**Results:** 4 for, 0 against

**Result:** Elected

Effective as of the date first set forth above, the Board of Directors of the Company hereby is as follows:

1. Edward Jiang, by virtue of the role of the President
2. Christy Wilson, by virtue of the election held January 28, 2014
3. Mike Koss, by virtue of the election held January 28, 2014
4. Charlie Kindel, by virtue of the election held January 28, 2014
5. Tyler Menezes, by virtue of the election held January 28, 2014