

MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS
OF
Petaluma Youth Digital Media & Broadcast Network

Time and Place

The board of directors of **Petaluma Youth Digital Media & Broadcast Network** held its first meeting on February 17, 2026 at 1:00 PM, at Petaluma, California.

Directors Present

The following directors were present at the first meeting:

John Sheridan
Jamil Dawsari
Kelly Olsen
Stella Napoli

The following directors were absent:

N/A

A quorum [**was**] present.

Also in attendance were the following individuals:

Regina Jenkins
Anthony Vieira

Presiding Officers

John Sheridan was elected Temporary Chairperson and then presided over the first meeting.

Jamil Dawsari was elected Temporary Secretary of the first meeting.

Initial Actions of Corporation

After presentation by the Chairperson, the following resolutions were adopted:

Ratification of Acts of Incorporator

WHEREAS, **Jamil Dawsari** was the sole incorporator (the “Incorporator”) of the Corporation and has executed the Action by Sole Incorporator of **Petaluma Youth Digital Media & Broadcast Network** dated **February 17, 2026**, in which the Incorporator appointed the board of directors of the Corporation, **adopted the bylaws of the Corporation**, and resigned as Incorporator of the Corporation.

RESOLVED, that all actions taken on behalf of the Corporation by the Incorporator are ratified and affirmed.

Adoption of Articles of Incorporation

RESOLVED, that a certified copy of the articles of incorporation, filed with the California Secretary of State on **February 16, 2026** 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 **Jamil Dawsari**, named as the initial agent for service of process in the articles of incorporation of the Corporation, is named as the Corporation's agent for service of process.

Adoption of Bylaws

RESOLVED, that **the bylaws attached hereto are adopted as the bylaws of the Corporation** and that the Secretary of the Corporation is authorized and directed to execute a certificate of adoption of the bylaws, to insert the certified bylaws in the Corporation's minute book, and to ensure that a copy of the certified bylaws is kept at the principal office as required by law.

Number of Directors

RESOLVED, that the number of authorized directors of the Corporation is **four (4)**.

Election of Officers

RESOLVED, the following persons are elected to the following offices to serve for **two years of three consecutive terms** and until the election and qualification of a successor, or until the officer's earlier resignation or removal in accordance with the bylaws:

Chairperson/President: John Sheridan

Secretary: Jamil Dawsari

Treasurer: Anthony Vieira

Vice President: N/A

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 of directors of the Corporation.

Consent to Electronic Notification

WHEREAS, the bylaws of the Corporation state that notice may be given to each director in electronic form, specifically via fax or e-mail; and section 20 of the California Corporations Code requires each director to provide an unrevoked consent to the use of such means of transmission prior to receiving notice via such means.

RESOLVED, that the Secretary of the Corporation is directed to collect an executed Consent to Electronic Transmission (the "Consent") in the form attached hereto from each director and place such executed Consent in the Corporation's minute book; and

FURTHER RESOLVED that meeting notices may not be sent via fax or e-mail to any director that has not signed the Consent.

Obtain Exemptions from Federal and State Taxes

RESOLVED, that the officers of the Corporation are 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 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.

Authorization for Filings with State Attorney General

RESOLVED, that the officers of the Corporation are authorized and directed to make periodic filings as required by the California Attorney General describing the financial activity of the Corporation and the distribution of the assets held for charitable purposes.

Authorization for Other Filings

RESOLVED, that each of the officers of the Corporation are authorized and directed to make any filings and applications, including the statement required by Section 6210 of the California Corporations Code, and to do such acts as such officer deems necessary in order to obtain licenses, authorizations, and permits as necessary to complete the organization of the Corporation and to lawfully conduct business.

Designation of Principal Office

RESOLVED, that the principal office of the Corporation shall be located at **201 Fair Street, in Petaluma, California**.

Accounting Year

RESOLVED, that the first accounting year of the Corporation shall be from the date of incorporation to the last day of **June of 2026** and thereafter the accounting year of the Corporation is to end on the last day of **June** of each year.

Submittal of Employer Identification Number Application

RESOLVED, that the officers of the Corporation are authorized, directed, and empowered to prepare and file 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.

Adoption of Conflict of Interest Policy

RESOLVED, that the Conflict of Interest Policy attached hereto is adopted as the Conflict of Interest Policy of the Corporation (the “Conflict of Interest Policy”).

RESOLVED, FURTHER, that each director and officer of the Corporation shall be provided a copy of the Conflict of Interest Policy and shall be directed to provide the completed Conflict of Interest Disclosure Form (contained therein) to **Kelly Olsen**; and

RESOLVED, FURTHER, that **Kelly Olsen** shall report any conflict of interest reported to [him/her], or of which [he/she] becomes aware, at the next Meeting of the Board of Directors.

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 director 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.

Adjournment

There being no further business to come before the board of directors, the first meeting was adjourned.

Dated: Feb 17, 2026

Jamil Dawsari
Jamil Dawsari, Secretary