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Distribution: General

16 September 2017

 ***United Nations Decade of Sustainable Energy For All (2014-2024)***

Action by Unanimous Written Consent in Lieu of the Organizational Meeting of the Board of Directors of the

SIDS DOCK Foundation
\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The undersigned, constituting all of the members of the Board of Directors (the “***Board***”) of the SIDS DOCK Foundation, a Delaware non-profit corporation (the “***Foundation***”), pursuant to Section 141(f) of the Delaware General Corporation Law (the “***DGCL***”), hereby adopt the following resolutions by unanimous written consent:

Appointment of Directors

**Resolved,** that the authorized number of directors be initially set at three and the Action by Written Consent and Tender of Resignation of Sole Incorporator attached hereto as Exhibit A appointing the Foundation’s initial directors, be, and it hereby is, ratified and approved.

Certificate of Incorporation

**Resolved,** that the Certificate of Incorporation of the Foundation filed with the Delaware Secretary of State on **[day and date]**, 2017, be, and it hereby is, ratified and affirmed.

**Election of Officers**

**Resolved,** that the following persons be, and they hereby are, elected as officers of the Foundation, to serve until the next annual meeting or until their successors are duly elected and have qualified:

Chairman of the Board **\_\_\_\_\_\_\_\_\_\_**

President **\_\_\_\_\_\_\_\_\_\_**

Vice President **\_\_\_\_\_\_\_\_\_\_**

Secretary **\_\_\_\_\_\_\_\_\_\_**

Treasurer **\_\_\_\_\_\_\_\_\_\_**

Adoption of Bylaws

**Resolved,** that the Bylaws attached hereto as Exhibit B be, and they hereby are, adopted as the Bylaws of and for the Foundation; and

**Resolved Further,** that the Secretary of the Foundation be, and hereby is, authorized and directed to execute a Certificate of Secretary regarding the adoption of the Bylaws, to insert the Bylaws in the Foundation’s Minute Book and to see that a copy of the Bylaws is kept at the Foundation’s principal office.

[Optional]

Corporate Seal

**Resolved,** that the form of corporate seal shown below be, and it hereby is, adopted as the seal of the Foundation.

**[SEAL]**

Employer Tax Identification Number

**Resolved,** that the Secretary of the Foundation be, and hereby is, authorized and is directed to apply to the United States Internal Revenue Service for an employer’s identification number on Form SS-4.

**Tax Exempt Status**

 **Resolved,** that the Secretary of the Foundation be, and hereby is, authorized and is directed to apply to the United States Internal Revenue Service for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

Designation of Depositary

**Resolved,** that the President and the Treasurer be, and each of them hereby is, authorized:

* 1. To designate one or more banks or similar financial institutions as depositories of the funds of the Foundation;
	2. To open, maintain and close general and special accounts with any such depositories;
	3. To cause to be deposited, from time to time, in such accounts with any such depository, such funds of the Foundation as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers or agent or agents of the Foundation authorized to make such deposits and to endorse checks, drafts and other instruments for deposit;
	4. To designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Foundation authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Foundation against any funds deposited in any of such accounts;
	5. To 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 similar financial institutions customarily require as a condition for permitting the use of facsimile signatures; and
	6. To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable, and to complete, execute and certify any customary printed blank signature card forms in order to exercise conveniently the authority granted by this resolution and any resolutions printed on such cards are deemed adopted as a part of this resolution.

**Resolved Further,** that all checks, drafts and other instruments obligating the Foundation to pay money shall be signed on behalf of the Foundation by **[either] [both] [all]** of the following officers:

\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_;

[Optional

**Resolved Further,** that all checks, drafts and other instruments obligating the Foundation to pay money shall be signed on behalf of the Foundation by either **[name]** or **[name]** for amounts up to **[amount]** and by both **[name]** and **[name]** for amounts in excess of $**[amount]**;

End Option]

**Resolved Further,** that all form resolutions required by any such depository be, and they hereby are, adopted in such form used by such depository, and that the Secretary be, and **[**he/she**]** hereby is, (i) authorized to certify such resolutions as having been adopted by this Unanimous Written Consent and (ii) directed to insert a copy of any such form resolutions in the Minute Book immediately following this Unanimous Written Consent; and

**Resolved Further,** that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Foundation be, and it hereby is, authorized and entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions adopted by the Board of Directors of the Foundation.

Fiscal Year

**Resolved,** that the fiscal year of the Foundation shall end on the 30th day of the month of September of each year.

Principal Office

**Resolved,** that the principal executive office of the Foundation shall be at **[address]**, **[city]**, in the County of **[county]**, **[state]**.

Management Powers

**Resolved,** that the officers of the Foundation be, and each of them hereby is, authorized to sign and execute in the name and on behalf of the Foundation all applications, contracts, leases and other deeds and documents or instruments in writing of whatsoever nature that may be required in the ordinary course of business of the Foundation and that may be necessary to secure for operation of the corporate affairs, governmental permits and licenses for, and incidental to, the lawful operations of the business of the Foundation, and to do such acts and things as such officers deem necessary or advisable to fulfill such legal requirements as are applicable to the Foundation and its business.

Ratification

**Resolved,** that all prior acts done on behalf of the Foundation by the sole incorporator or his agents be, and the same hereby are, ratified and approved as acts of the Foundation.

Incorporation Expenses

**Resolved,** that the officers of the Foundation be, and each of them hereby is, authorized and directed to pay the expenses of the incorporation and organization of the Foundation.

Additional Filings

**Resolved,** that the appropriate officers of the Foundation be, and each of them hereby is, authorized and directed, for and on behalf of the Foundation, to make such filings and applications, to execute and deliver such documents and instruments, and to do such acts and things as such officer deems necessary or advisable in order to obtain such licenses, authorizations and permits as are necessary or desirable for the Foundation’s business, and to fulfill such legal requirements as are applicable to the Foundation and its business and to complete the organization of the Foundation.

This Action may be signed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument. This Action shall be filed with the minutes of the proceedings of the Board of Directors of the Foundation.

**In Witness Whereof,** the undersigned have executed this Action by Unanimous Written Consent as of the \_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_, 20\_\_.

[Name]

[Name]

[Name]