

MINUTES OF ORGANIZATIONAL MEETING

OF THE

MEMBERS

OF

BLACKTOP INDUSTRIES LLC

(a Texas limited liability company)

The member(s) of Blacktop Industries LLC (the “Company”) is Cherylan Chappell, (the “Members”). The organizational meeting of the Members was held on the date, time and place as stated in the attached, written Waiver of Notice of Organizational Meeting of the Company, signed by the Members, and stating the time and place for this meeting (the “Meeting”).

Note: With respect to the use of pronouns, any reference to the singular or plural, or to the masculine or feminine, shall mean and connote either, as the context may reasonably require.

The following person was present at the meeting: Cherylan Chappell, as Member(s).

The meeting was called to order by Cherylan Chappell. It was moved, seconded and unanimously carried, that Cherylan Chappell act as Chairman, and act as Secretary of the meeting.

The Chairman reported that the Certificate of Formation had been filed in the Office of the Texas Secretary of State and that the organization was of the Company effective as of August 8, 2017, being the “Effective Date” stated on the Texas Secretary of State’s Certificate of Filing (the “Certificate”).

The Secretary was then instructed to insert a copy of the Certificate in the Company minute book.

PRESENTATION OF RESOLUTIONS:

The Chairman then proceeded to present the following proposals, in the form of “Resolutions”, for consideration which, after discussion, were seconded and unanimously approved by the Members:

RESOLUTION NO. 1:

It is, hereby, **RESOLVED**, that the form of the Company Regulations submitted to this Meetings be and the same is, hereby, approved and adopted as the Company Regulations of the Company and that the Secretary is hereby instructed to cause the same to be inserted into the Company minute book, and the Membership Interests in the Company to be issued to Cherylan Chappell are hereby authorized and approved for issuance.

RESOLUTION NO. 2:

It is hereby, **RESOLVED**, that, pursuant to Section 8.02 of the Company Regulations, the Company should exercise its right to elect Manager(s) who will be responsible to the Members for the management of the Company, it was therefore resolved that the following be and are, hereby elected as the Manager of the Company:

1. Cherylan Chappell, Manager

RESOLUTION NO. 3:

RESOLVED, that the Manager(s) be authorized to use the titles of “Managing Member”, “Manager” “Director”, “President”, or “Vice President”, and/or “Managing Director” as the Manager elect, on letterhead of the company, on business cards, in correspondence and in connection with any business of the Company.

RESOLUTION NO. 4:

RESOLVED that Cherylan Chappell, Manager, and the same is hereby, authorized to open such bank accounts on behalf of the Company as they deems fit, and to make all other arrangements for financing of the Company’s business, as well as arrangements to obtain credit for the Company, including a credit card and any loan(s) in the name, and on behalf, of the Company, and any and all borrowing and account resolutions necessary to open such accounts are hereby adoped. Any such bank authorizations and resolutions shall be inserted into the minutes of this meaning as Exhibit B.

RESOLUTION NO. 5:

It is, hereby, **RESOLVED**, that:

- a. The seal proposed for use as the company seal of the Company be, and the same is hereby adopted, and that the Secretary is hereby instructed to keep the seal with the Company minute book, and
- b. The specimen form of certificate of membership which has been presented to this meeting be, and the same is, hereby, approved and adopted as the certificate to represent membership in this Company, and that the Secretary is hereby instructed that the specimen certificate presented to the Meeting be inserted in the Company minute book.
- c. The Manager shall cause the Company to obtain an EIN for the Company, if and to the extent it does not already have one.
- d. Cherylan Chappell shall serve as the Registered Agent for the Company until her appointment is changed in accordance with applicable law.

There being no further business to come before the meeting, upon a motion duly made, seconded and unanimously carried, the meeting was adjourned.



Name: Cherylan Chappell
Chairman
Date: 9-1-17



Name: Cherylan Chappell
Secretary
Date: 9-1-17

CONSENT OF REGISTERED AGENT

The undersigned has given Consent to serve as registered agent of the Company.



Cherylan Chappell