

MINUTES OF THE REGULAR MEETING OF

THE DIRECTORS OF

OMNI COMMONS

A CALIFORNIA PUBLIC BENEFIT CORPORATION

The Regular Meeting of the Board of Directors of OMNI COMMONS, a California Public Benefit Corporation, (the "Corporation") was held at Oakland, California at 7:00 p.m. on April 6th, 2017. A quorum of the Directors of the Corporation were present including Ken Litchfield, Joseph Liesner, Julian Park, and Jennifer Ryan. Jennifer Ryan called the meeting to order

1. RESOLVED, that the Corporation seeks to initiate a project to be known as Sudo Room (the "Project"). The purpose of the Project is to promote and encourage scientific, technical, engineering and artistic skills through individual projects, social collaboration, and education. The Board finds that the Project furthers the charitable purposes of the Corporation by promoting education of the public regarding topics related to the exempt purposes of the Corporation.

2. The board of directors of the Corporation resolve to create a Sudo Room Coordinating Committee ("the Committee") to operate the Project that shall be composed of the persons listed in Exhibit A to this Resolution.

3. The Committee is authorized to solicit, raise and accept funds for the Project. Funds raised by the Committee shall be deposited to a bank account controlled by the Corporation opened at the following bank: Unify Financial Credit Union and with the following name "Sudo Room, a Project of the Omni Commons" (the "Bank Account") and shall be used exclusively for purposes designated by the Committee and/or pursuant to this resolution. The Corporation authorizes the Committee to deposit into the Bank Account and use as provided in this Resolution all existing funds as well as funds that were raised beginning on or about December 7, 2016 for the purposes of the Project. The Corporation shall deem that any funds so raised were raised for the Corporation and are income to the Corporation. Checks against said account shall be signed by Jennifer Ryan and Robert Sheets. The authorized check-signer may be changed by the Corporation.

4. The board authorizes the Committee to spend funds collected by the Committee (the "Project funds") for any purpose associated with the Project consistent with the corporation's charitable purposes, but for no other purposes, subject to the approval of the corporation's treasurer. Said officer shall disallow payment of any proposed expense if, and only if, said officer determines that said proposed expenditure of funds is not consistent with the corporation's charitable purposes, in said officer's sole discretion.

5. The Committee shall, bi-annually and more often upon request from the Board, provide the board with records showing all income and expenditures of funds collected pursuant to this resolution. The Committee shall acknowledge in writing, consistent with applicable tax laws, all donations received.

6. Following the date of this resolution, the board authorizes the Committee to determine the composition of the Committee by selecting additional members of the Committee, terminating members of the Committee, and replacing members of the Committee. The Committee is authorized to determine how the committee shall make decisions, provided, however, that upon a written request signed by 50% of of the members of the Committee, the Corporation may break a tie existing on the Committee.

7. The Committee is solely authorized, without seeking prior consent of the Board, to terminate collection of funds for the Project at any time upon giving written notice to the Corporation. Should the Committee terminate collection of funds for the Project, any funds held by the corporation associated with the Project as of the date of said termination may be spent by the Committee pursuant to this resolution after the date of termination. Should the Committee terminate collection of funds for the Project, the Committee may assign funds collected for the Project to the Corporation or another corporation which has obtained tax exempt status under IRC 501(c)(3).

8. The board retains the right to terminate collection of funds for the Project at any time upon giving written notice to the Committee. If the board terminates collection of funds under this paragraph, any funds held by the corporation as of the date of said termination may be spent by the Committee pursuant to this resolution after the date of termination.

9. Until terminated by either party pursuant to Sections 7 or 8, above, the Committee shall be entitled to use the portion of 4799 Shattuck Avenue, Oakland, California (the "Property") depicted in Exhibit B as 'Sudo Room' (the "Project Area") exclusively for the purposes stated in this Resolution. Upon termination under Section 7 or 8, the Committee shall surrender the Project Area to the Corporation within 30 days of said termination, unless the Parties agree to extend the date of surrender. The Committee shall pay from the Bank Account into the Corporation's general bank account by the first day of each month the sum of \$2000, which shall be increased by consensus of the Omni Commons board following periodic financial reviews, for use of the Project Area as described in this Resolution. The Committee and its members, guests, clients, users, volunteers or participants ("Participants") shall have a non-exclusive license to use the Common Areas depicted on Exhibit B in common with the other members, guests, clients, users, volunteers or participants of the Corporation provided that the Participants use of the Common Areas does not infringe any of the Corporation's other members, guests, clients, users, volunteers or participants right to use said Common Areas.

10. The Committee shall not use the Project Area, the Common Areas or the Property, or permit anything to be done in or about the Project Area, the Common Areas or the Property, which will in any way violate any law, ordinance, rule, regulation or requirement affecting the Project Area, the Common Areas or the Property. The Committee, from funds in the Bank Account, shall obtain any and all licenses, permits, authorizations and approvals of governmental authorities required in order to enable the Committee lawfully to conduct its business in the Project Area, if any. The Committee shall not do or permit to be done anything which will invalidate or increase the cost of any fire, extended coverage or other insurance policy covering the Project Area, the Common Areas or the Property, and shall comply with all rules, orders, regulations, requirements and recommendations of the Insurance Service Office or any other organization performing a similar function. The Committee shall pay out of the Bank Account any additional premiums charged for any such insurance policy by reason of the Committee's failure to comply with the provisions of this paragraph. The Committee shall not

cause, maintain or permit any nuisance in, on or about the Project Area, the Common Areas or the Property. The Committee shall not commit or suffer the commission of any waste in, on or about the Project Area, the Common Areas or the Property.

11. The Committee agrees to comply with all written Building Rules posted by the Corporation, if any, regarding use of the Project Area, the Common Areas or the Property. The Corporation may amend the Building Rules by giving the Committee 30 days written notice. The Committee shall not permit any of the Committee's Participants to violate the Building Rules.


12. The Committee agrees to keep the Project Area, the Common Areas and the Property and all fixtures, accessories, and appliances in a clean, sanitary, and safe condition. If the Committee or the Committee's Participants cause or permit damage to the Project Area, the Common Areas or the Property, the Committee shall pay the cost to repair the damage out of the Bank Account.

13. Except as stated on Exhibit B, the Committee shall not make any additions, alterations or improvements to the Project Area, the Common Areas or the Property, without obtaining the prior written consent of the Corporation, which approval shall not be unreasonably withheld. In no event shall the Committee make any Alterations to the Project Area, the Common Areas or the Property which affect the structural integrity of the Building or the functioning of any Building systems, or which reduce the value of the Property.

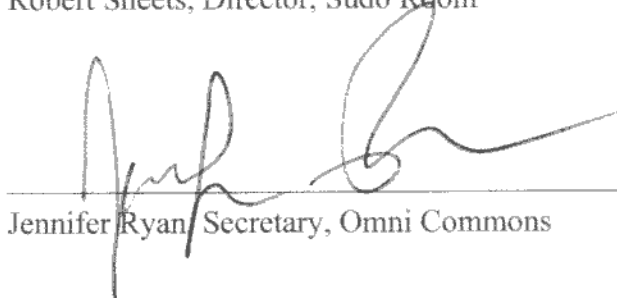
14. Should the Committee cease to function, all funds collected for the Project shall be property of the Corporation. The Corporation may deem that the Committee has ceased to function if the Committee fails, after 90 days written notice, to carry out any of the Committee's obligations under this resolution including but not limited to confirming in writing that the Committee still exists.

15. The Committee shall only be authorized to conduct charitable activities consistent with the Corporation's charitable purposes. The Committee must comply with all the terms of the Corporation's articles of incorporation, bylaws, determination of tax exempt status letter from the Internal Revenue Service, and applicable law limiting the functions of charitable corporations in California.

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



Robert Sheets, Director, Sudo Room

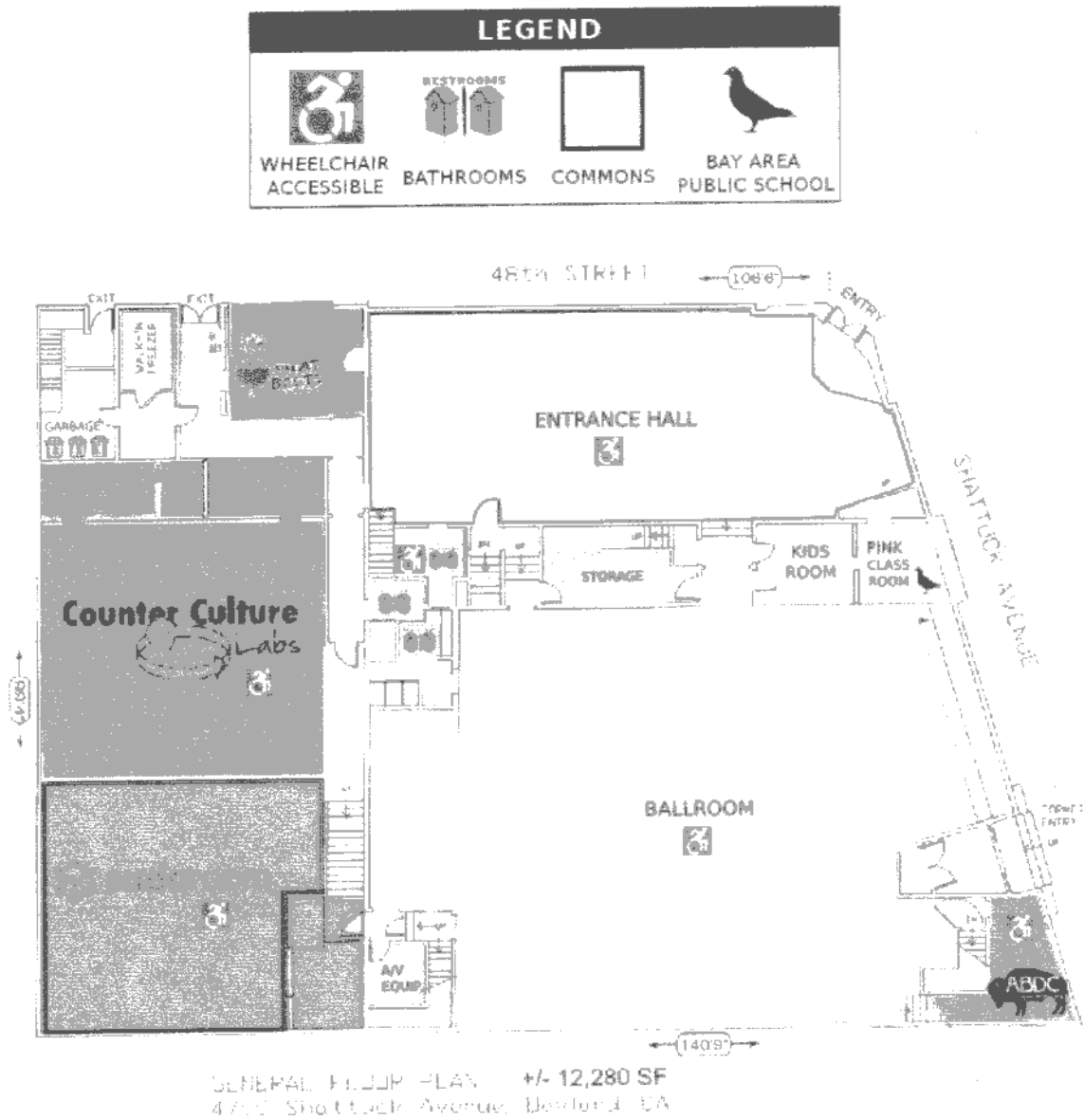


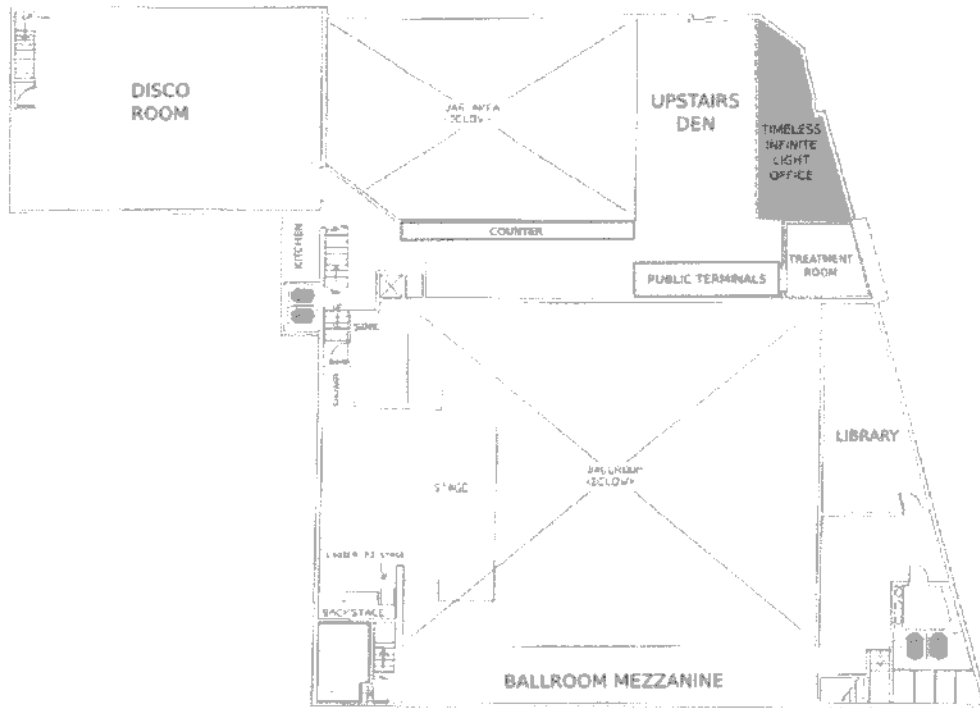
Jennifer Ryan, Secretary, Omni Commons

EXHIBIT A: Members of the Coordinating Committee of Sudo Room

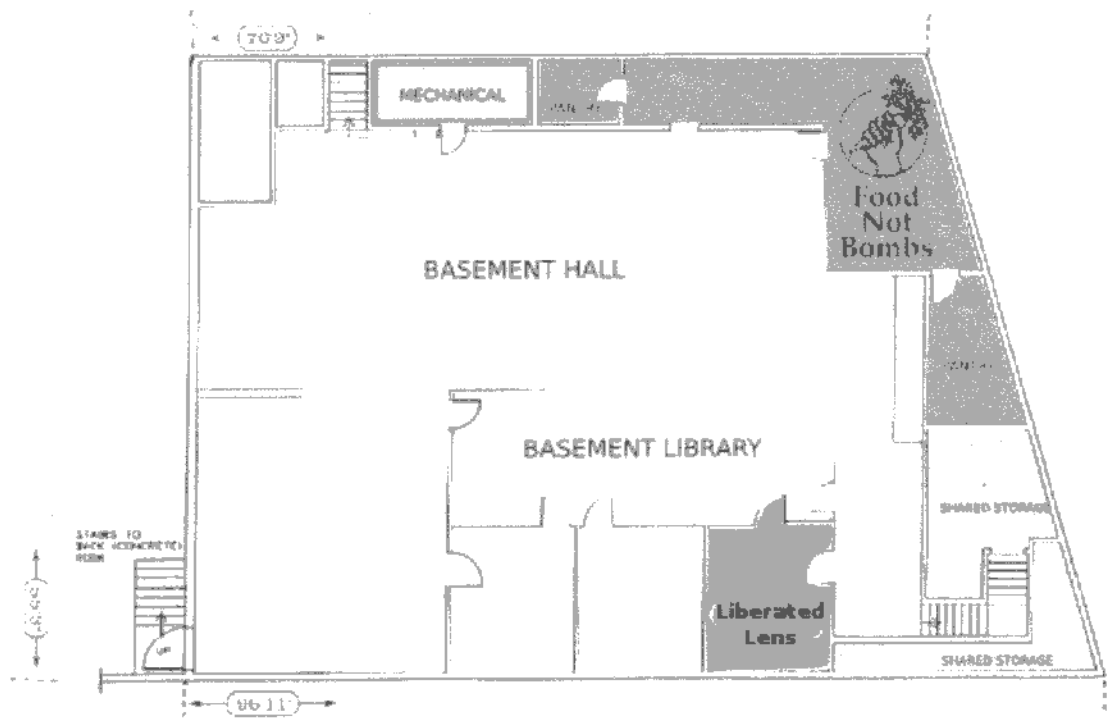
- Harold Gaskill
- Marc Juul
- Lesley Bell
- Scott Edmonds
- Romy Ilano
- April Glaser
- Marina Kukso
- Julio Rios
- Jennifer Ryan
- Matthew Senate
- Robert Sheets

EXHIBIT B: Omni Commons Floor Plan





MEZZANINE & UPPER LEVELS +/-4640 SF



BASEMENT LEVEL +/- 4800 SF