

MINUTES OF A SPECIAL MEETING  
OF SHAREHOLDERS, DIRECTORS AND OFFICERS  
OF  
AXIUM CONSTRUCTION, INC.

A special meeting of the shareholders, directors and officers of AXIUM CONSTRUCTION, INC., an Oregon Corporation, was duly called and held at Salem, Oregon, on the 31<sup>st</sup> day of December, 2014. This meeting was held in accordance with ORS 60.211. Sean W. Dugger Director and President presided.

The President declared that the purpose of the meeting was to accept the voluntary resignation of David L. Dugger as a director and officer of the Corporation, to approve the sale of all of David L. Dugger's outstanding shares to AXIUM CONSTRUCTION, INC., and reelect officers.

Upon discussion by all the shareholders, directors and officers of the Corporation, the following resolution was unanimously adopted:

R E S O L U T I O N

BE IT RESOLVED that David L. Dugger provides his voluntary resignation as director and officer and it is so accepted by the Corporation. David L. Dugger and the Corporation agree to the sale of two hundred fifty (250) shares representing all of the shares owned by David L. Dugger to AXIUM CONSTRUCTION, INC. at the price of 50% of the net profits for the Company's completed contracts prior to this date.

On nomination, the following officers were unanimously appointed and elected:

SEAN W. DUGGER

President, Secretary and Treasurer

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The following resolution was unanimously adopted:

FEB 03 2016

R E S O L U T I O N

BE IT RESOLVED that all action and proceedings of the Board of Directors and/or Officers of the Corporation taken prior to this meeting are hereby ratified and approved in all respects.

The following resolution was unanimously adopted:

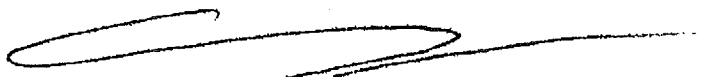
### RESOLUTION

BE IT RESOLVED that the President, Secretary and Treasurer of AXIUM CONSTRUCTION, INC., SEAN W. DUGGER is hereby given power on behalf of the Corporation to manage and control all corporate property, real and personal. He is empowered to sign and endorse checks, notes and drafts; to demand and receive any property, debts, claims or sums of money now or hereafter due, owing, payable or otherwise belonging to the Corporation and to execute and deliver releases for the same; to buy, sell, pledge or lease, mortgage, exchange, invest, reinvest, manage and control any and all of the corporate property, real or personal; to operate the Corporation, employ and discharge employees, set wages, salaries, bonuses, fringe benefits and terms of employment, including his own; to enter into profit sharing or pension plan agreements; to incur and pay expenses, borrow money, determine contributions, bid on and purchase land and other items of inventory, to make any contract or covenants in the corporate name; to pay debts, to sue upon, defend, compromise or adjust any controversy involving rights, both personal and property, and to act in any complaints, proceedings, or suit with all powers; to appear and vote for the Corporation at any corporate or other meetings, and to make, do and transact all and every kind of business of whatsoever nature or kind; to carry any and all forms of insurance and liability coverage for the protection of the Corporation and to have access to and remove the contents of any safety deposit box which has been rented in the corporate name; to appoint and substitute for himself any agents or attorneys for any or all of the purposes aforesaid, and to revoke his authority at pleasure. He is authorized to execute and acknowledge any and all instruments necessary or proper to carry out the foregoing powers.

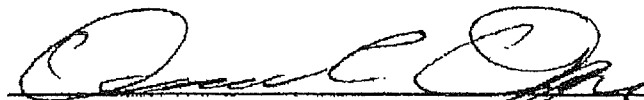
Whether enumerated or not, SEAN W. DUGGER, as President, Secretary and Treasurer of the Corporation, shall have full power and authority to do and perform all and every act and things he deems desirable for the benefit of the Corporation. The sole decision of this officer is all that is necessary for such action.

This authority as granted requires no further action of the Board of Directors in reviewing or authorizing its Officers to so act, and the President, Secretary and Treasurer of the Corporation is hereby authorized and directed to affix the corporate seal and to attest the seal by his signature when requested to do so.

There being no further business to come before the meeting, the meeting was adjourned.

  
SEAN W. DUGGER, Secretary

Accepted and Agreed to:

  
DAVID L. DUGGER, Former Shareholder, Director and Officer

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FEB 03 2016

## WAIVER OF NOTICE AND CONSENT

We, the undersigned shareholders, director and officers of AXIUM CONSTRUCTION, INC., do hereby waive notice to the special meeting of shareholders, directors and officers held December 31, 2014, at Salem, Oregon, and do consent and agree that any business transacted at said meeting shall be as valid and legal and of the same force and effect as though said meeting were held after notice duly given.

We, the undersigned, hereby acknowledge, agree and ratify all actions in the preceding minutes, a copy of which has been provided to each of us.



SEAN W. DUGGER, President, Secretary, Treasurer,  
Director and Shareholder

Accepted and Agreed to:



DAVID L. DUGGER, Former Shareholder,  
Director and Officer

CCB REC'D

FEB 03 2016