

WRITTEN CONSENT OF SOLE DIRECTOR
IN LIEU OF
FIRST MEETING OF THE BOARD OF DIRECTORS
OF
OPEN MOLECULAR SOFTWARE FOUNDATION
March 9, 2021

The undersigned, being the sole director of Open Molecular Software Foundation, a Delaware corporation (the “Corporation”), does hereby take, pursuant to Section 108 of the Delaware General Corporation Law, the following action by written consent and without a meeting:

RESOLVED: That the Consent of Incorporator setting forth the written organization action taken by the Incorporator of this Corporation, attached hereto as Exhibit A, including the adoption of the By-Laws of this Corporation as attached to the Action of Sole Incorporator, are each hereby in all respects ratified and approved.

RESOLVED: That the Certificate of Incorporation, in the form which was filed in the Office of the Secretary of State of Delaware on March __, 2021, is hereby approved and adopted as the Certificate of Incorporation of the Corporation and is ordered inserted in the minute book.

RESOLVED: That the Conflict of Interest Policy attached to this Consent as Exhibit B is hereby adopted as a policy of the Corporation.

RESOLVED: That the following individuals are each hereby elected to the offices of Chair, Treasurer and Secretary of the Corporation, to serve until the first annual meeting of the Board of Directors and until his successor is duly elected and qualified, or until his earlier resignation or removal.

<u>Office</u>	<u>Individual</u>
President	David Mobley
Secretary	Karmen Condic-Jurkic
Treasurer	Karmen Condic-Jurkic

RESOLVED: That such person(s) as from time to time may be the Chair and Treasurer of the Corporation, each acting individually, is/are hereby authorized:

- (a) to designate such bank or banks as they may deem necessary or desirable as depositories (the “Depository” or “Depositories”) for the funds of the Corporation;
- (b) to open, keep, and close general and special bank accounts and safe deposit boxes with any Depository;
- (c) to cause to be deposited in accounts with any Depository from time to time such funds of the Corporation as they may deem necessary or advisable;
- (d) to designate from time to time officers and agents of the Corporation who will be authorized by it to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against any such account; and
- (e) to make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile signatures) as they may deem necessary or advisable.

RESOLVED: That if any Depository requires a prescribed form of the preamble, preambles, resolution or resolutions relating to such accounts or to any application, statement, instrument, or other documents connected therewith, each such preamble or resolution shall be deemed to be adopted by the Board of Directors, and the Secretary or any Assistant Secretary of the Corporation is authorized to certify the adoption of any such preamble or resolution as though it were presented to the Board of Directors at the time of adopting this resolution and to insert all such preambles and resolutions in the minute book of the Corporation immediately following this resolution.

RESOLVED: That the officers of the Corporation be, and each of them hereby is, authorized, for and in the name and on behalf of the Corporation, to execute and deliver any and all certificates, agreements and other documents, take any and all steps and do any and all things which they may deem necessary or advisable in order to qualify the Corporation to transact business in any state as a foreign corporation, including making any and all payments as may be required to comply with the applicable qualification provisions, and the appointment of an individual or entity to serve as resident agent of this Corporation in the state it is qualifying to do business.

[RESOLVED: That the Chairperson and any officer authorized by the Chairperson are, and each hereby is, authorized to execute and deliver filings from time to time with the Department of Justice and the Federal Trade Commission, and such other government agencies as he or she shall determine to be necessary or appropriate, pursuant to the National Cooperative Research and Production Act of 1993, as amended, and such other instruments, certificates and documents as such officer

shall determine to be necessary or appropriate in order to carry out the purposes of this resolution, his or her execution thereof to be conclusive evidence of such determination.]

RESOLVED: That Corporation seek recognition of exemption from U.S. federal taxation as an IRS Section 501(c)(3) charity, and that the Chari and any officer authorized by the Chari are, and each hereby is, authorized to execute and deliver in the name of the Corporation Internal Revenue Service Form 1024, Application for Recognition of Exemption Under Section 501(a), with the Internal Revenue Service, and such other instruments, certificates and documents as such officer shall determine to be necessary or appropriate in order to carry out the purposes of this resolution, such officer's execution thereof to be conclusive evidence of such determination.

RESOLVED: That the fiscal year of the Corporation shall end December 31.

RESOLVED: That consents distributed by electronic transmission may be returned by electronic transmission to the principal place of business of the Corporation or to an officer or agent of the Corporation authorized to have custody of a book in which proceedings of meetings and actions of members without a meeting are recorded, need not be reproduced in paper form, and may be maintained in electronic form as long as they are capable of being readily reproduced in paper form.

RESOLVED: That the Chair of this Corporation be, and hereby is, authorized to do all such acts and things, and to execute and deliver all such other instruments, certificates and documents as may be called for by the preceding resolutions as he deems necessary or desirable, in order to carry out the intent and purposes of the preceding resolutions.


The undersigned further direct that this Consent shall take effect immediately as of the date first above written and shall be filed in the minute book of the Corporation with the minutes of the meetings of the Board of Directors.



David Mobley



Michael Gilson



Karmen Condic-Jurkic

Listing of Exhibits

Exhibit A - Consent of Incorporator

Exhibit B - Conflict of Interest Policy