



Minutes of First Meeting of Board of Directors of Milawi Farmers, Inc.

The board of directors of Milawi Farmers, Inc., held its first meeting on Thursday, May 26, 2016, at 5:30 pm. The following directors, constituting a quorum of the full board, were present at the meeting: Samuel Powell, Anthony Castaldi, Richard DePoto, and Joseph Mazurek. The following directors were absent: None.

On motion and by unanimous vote, Samuel Powell was elected temporary chairperson and then presided over the meeting. Joseph Mazurek was elected temporary secretary of the meeting. The chairperson announced that the meeting was held pursuant to written **waiver of notice** signed by each of the directors. Upon a motion duly made, seconded, and unanimously carried, the waiver was made a part of the records of the meeting. It now precedes the minutes of this meeting in the corporate records book.

Articles of Incorporation

The chairperson announced that the articles of incorporation or similar organizing instrument of this corporation was filed with the office of Secretary of the State of Connecticut, on March 28, 2016, at 8:30 am. (page 03208).

RESOLVED, that the secretary of this corporation is directed to see that a copy of the articles of incorporation or similar organizing instrument of this corporation, file-stamped or certified by the secretary of state or other appropriate state office or official, is kept at the corporation's principal office.

Bylaws

There was then presented to the meeting for adoption a proposed set of bylaws of the corporation. The bylaws were considered and discussed and, on motion duly made and seconded, it was unanimously RESOLVED, that the bylaws presented to this meeting be and hereby are adopted as the bylaws of the corporation;

RESOLVED FURTHER, that the secretary of this corporation is directed to see that a copy of the bylaws is kept at the corporation's principal office.

Corporate Tax Exemptions

The chairperson announced that the preparation of application to the Internal Revenue Service [IRS], is in progress. Upon completion of the application, the secretary of this corporation is directed to forward the completed application and appropriate filing fee to the IRS, in order to obtain a determination of exemption, from payment of federal corporate income taxes, under Section 501(c)(3) of the Internal Revenue Code. Upon the receipt of a favorable IRS determination of exemption letter, the secretary is authorized to submit the appropriate applications and fees, to the Connecticut Department of Revenue Services, for obtaining Connecticut Income Tax Exemption and also Connecticut Sales and Use Tax Exemptions. Upon receipt of Federal or State exemption letters, certification permits, or any correspondence related to the corporation's tax exemption, the secretary is instructed to insert these correspondences in the corporate records book.

Election of Officers

The chairperson then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the offices shown after their names:

Samuel Powell, President; Anthony Castaldi, Vice President; Richard DePoto, Treasurer; and Joseph Mazurek, Secretary.

Each officer who was present accepted his or her office. Thereafter, the president presided at the meeting as chairperson of the meeting, and the secretary of the corporation acted as secretary of the meeting.

Principal Office

After discussion as to the exact location of the corporation's principal office for the transaction of business in the county named in the bylaws, upon motion duly made and seconded, it was

RESOLVED, that the principal office of this corporation shall be located at 41 Alling Street, West Haven, CT 06516.

Bank Account

Upon motion duly made and seconded, it was RESOLVED, that the funds of this corporation shall be deposited with _____.

RESOLVED FURTHER, that the treasurer of this corporation be and hereby is authorized and directed to establish an account with said bank and to deposit the funds of this corporation therein.

RESOLVED FURTHER, that any officer, employee, or agent of this corporation be and is authorized to endorse checks, drafts, or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts, and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by any of the following persons: Samuel Powell, President, and Anthony Castaldi, Vice President, and Richard DePoto, Treasurer, and Joseph Mazurek, Secretary.

RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this corporation signed as provided herein.

RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the board of directors of this corporation and until written notice of such revocation shall have been received by said bank.

RESOLVED FURTHER, that the secretary of this corporation be and hereby is authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on behalf of this corporation, and the adoption of said bank's standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions.

Compensation of Officers

There followed a discussion concerning the compensation to be paid by the corporation to its officers. Upon motion duly made and seconded, it was unanimously

RESOLVED, that the following annual salaries be paid to the officers of this corporation:

President, \$0.00; Vice President, \$0.00; Treasurer, \$0.00; and Secretary, \$0.00.

Corporate Seal

The secretary presented to the meeting for adoption a proposed form of seal of the corporation. Upon motion duly made and seconded, it was:

RESOLVED, that the form of corporate seal presented to this meeting be and hereby is adopted as the seal of this corporation, and the secretary of the corporation is directed to place an impression thereof in the space next to this resolution.

[Impress seal here]

Other Corporate Authorizations

The Secretary is further authorized, when appropriate, to submit the ‘Organization and First Report’ application and appropriate filing fee, to the Secretary of the State of Connecticut; and to submit the application for the ‘Federal Nonprofit Mailing Permit’, from the United States Postal Service. Furthermore, the secretary is authorized to use the agenda and minute forms, adopted by the Board of Directors.

The Treasurer is authorized to establish a ledger and appropriate corporate records; to make the appropriate payments of approved and authorized expenses and filing fees; and prepare all appropriate quarterly state tax obligatory forms and submissions.

Since there was no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

Dated: May 26, 2016

Joseph S. Mazurek, Secretary