

WAIVER OF NOTICE  
OF  
ORGANIZATION MEETING OF INCORPORATORS  
FOR  
EUGENE MAKER SPACE

WE, THE UNDERSIGNED, being all the incorporators of the corporation above named, organized under the laws of the State of Oregon, DO HEREBY WAIVE NOTICE of the time, place and purpose of the organization meeting of said incorporators, and do fix the 2th day of NOV, 2011 at 12:25 o'clock P.M. as the time, and 2880 Chad Drive; Eugene, OR 97408 as the place of said meeting.

And we do hereby waive all the requirements of the statutes of Oregon as to the notice of this meeting, and do consent to the transaction of such business as may come before the meeting.

Dated:

Clif Cox [Clif Cox]

Rick Osgood [Rick Osgood]



Minutes  
~ OF ~  
MEETING OF INCORPORATORS  
~ OF ~  
EUGENE MAKER SPACE

This meeting of the Incorporators was held at 2880 Chad Drive; Eugene, OR 97408, on November 2<sup>nd</sup>, at 12:25 (PST).

The Incorporators listed in the Articles of Incorporation of the Corporation, Rick Osgood, and Clif Cox, called the meeting to order.

Upon motion duly made, seconded and unanimously carried, Clif Cox was elected Chairman of the meeting, and Rick Osgood, Secretary thereof. The Chairman and Secretary accepted their respective offices, and proceeded with the discharge of their duties.

The following being all of the Incorporator(s) to the Articles of Incorporation were present in person:

NAME & ADDRESS

Eugene Maker Space  
Clif Cox, Managing Member  
Rick Osgood, Managing Member  
687 McKinley street, Suite #2  
Eugene OR 97402

A written waiver of notice of the time and place of holding the present meeting, signed by all Incorporators of this Corporation was then presented and read by the Secretary, and the same was ordered filed and spread at length upon the minutes.

The Secretary then presented and read to the meeting a copy of the Articles of Incorporation of the corporation and reported that on the 7<sup>th</sup> day of January, 2011, the original thereof was filed in the office of the Secretary of State; that the filing fees and taxes have been paid, and upon motion duly made and carried, it was

RESOLVED, that said report be accepted as correct and the Secretary is directed to spread a copy of said Articles of Incorporation and receipt at length upon these minutes.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the articles were to be amended to remove the name and address of the registered agent, and to remove the names and addresses of the incorporators.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the article V was to be amended to read:

**"ARTICLE V. MEMBERSHIP / BOARD OF DIRECTORS**

The corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws (hereinafter the "bylaws"). No class of members shall be entitled to vote on the articles unless the articles specifically allows it. No class of members shall be



entitled to vote on the bylaws unless the bylaws specifically allows it. Otherwise the voting rights of the members or any class or classes of members shall be only as defined in the Bylaws.

The management of the affairs of the corporation shall be vested in a Board of Directors (hereinafter the "BOD"), as defined in the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation. The directors may not be removed without cause as defined by the bylaws.

The first Board of Directors shall be appointed by the Incorporators. Members of the first BOD shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws."

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the article VIII was to be amended to read:

**"ARTICLE VIII. AMENDMENTS**

These articles may be amended or restated at any meeting of the Board of Directors called for that purpose provided that notice of the proposed amendment(s) has been sent to the BOD at least ten (10) days prior to said meeting. Only the BOD may amend or restate these articles, or propose amendment(s) to be submitted to a vote by a class of voting members. A 2/3 majority vote of the complete BOD will be required to adopt a proposed amendment, restate the articles, or to submit a proposed amendment to be voted on by a class of voting members."

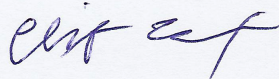
Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Chairman was to file these amendments with the Oregon State Corporation Division. A copy of said filing was spread at length upon these minutes.

There being no further business before the meeting, the same was, on motion, duly adjourned.

Dated: November 2<sup>nd</sup> 2011

Clif Cox



Rick Osgood

