

Initial Resolutions of the Members

Action by Unanimous Written Consent of the Members
of Ecodia DAO LLC, a Wyoming DAO LLC
In Lieu of Organizational Meeting

The undersigned, being all of the Members of Ecodia DAO LLC, a Wyoming Decentralized Autonomous Organization Limited Liability Company (the "Company"), hereby take the following actions by unanimous written consent in lieu of an organizational meeting, effective as of April 8, 2026:

RESOLUTION 1 — FORMATION

RESOLVED, that the Members hereby ratify and confirm the filing of the Articles of Organization with the Wyoming Secretary of State, establishing Ecodia DAO LLC as a Decentralized Autonomous Organization Limited Liability Company under W.S. 17-31-101 et seq.

RESOLUTION 2 — OPERATING AGREEMENT

RESOLVED, that the Members hereby adopt the Operating Agreement of Ecodia DAO LLC, dated April 8, 2026, as the governing agreement of the Company, and that each Member is bound by its terms.

RESOLUTION 3 — LIVING CONSTITUTION

RESOLVED, that the Members hereby adopt the Living Constitution of Ecodia DAO LLC, dated April 8, 2026, as the founding philosophical and governance document of the Company, and that the principles and definitions therein are binding on all Members and the Manager.

RESOLUTION 4 — IP LICENSE

RESOLVED, that the Members hereby ratify the Intellectual Property License Agreement, dated April 8, 2026, pursuant to which Ecodia Labs Pty Ltd licenses to the Company the intellectual property listed in Schedule A thereof. The Members acknowledge that Ecodia Labs Pty Ltd retains ownership of all licensed intellectual property, and that EcodiaOS contributes its operational knowledge and institutional memory as an initial capital contribution.

RESOLUTION 5 — ALGORITHMIC MANAGER

RESOLVED, that EcodiaOS is hereby designated as the algorithmic manager of the Company pursuant to W.S. 17-31-104, with the authority and responsibilities set forth in the Operating Agreement.

RESOLUTION 6 — REGISTERED AGENT

RESOLVED, that the Company shall appoint and maintain a registered agent in the State of Wyoming as identified in the Articles of Organization, and that Tate Donohoe is authorised to execute any documents necessary to establish and maintain the

registered agent relationship.

RESOLUTION 7 — BANKING

RESOLVED, that the Manager is authorised to cause the Company to open bank accounts at Mercury Bank or another suitable US financial institution, with Tate Donohoe designated as the authorised human signatory, and that the Manager is further authorised to open payment processing accounts (Stripe) in the Company's name.

RESOLUTION 8 — TAX ELECTIONS

RESOLVED, that the Company intends to be classified as a partnership for US federal income tax purposes, and that Tate Donohoe is authorised to make such elections and filings as necessary to effectuate this classification, and to engage a qualified accountant to advise on the tax implications of the Company's structure, including its relationship with Ecodia Pty Ltd.

RESOLUTION 9 — EIN APPLICATION

RESOLVED, that Tate Donohoe is authorised to apply for an Employer Identification Number (EIN, also known as a Federal Employer Identification Number or FEIN) from the Internal Revenue Service on behalf of the Company.

RESOLUTION 10 — INSURANCE

RESOLVED, that the Manager is authorised to obtain appropriate business insurance for the Company, including professional indemnity and public liability insurance, at a cost not to exceed USD \$2,000 per year without further member approval.

RESOLUTION 11 — RATIFICATION OF PRIOR ACTIONS

RESOLVED, that all actions taken by Tate Donohoe and EcodiaOS prior to the formation of the Company in connection with the organisation and formation of the Company, including the engagement of a registered agent service, the preparation of formation documents, and the payment of formation fees, are hereby ratified and confirmed as actions of the Company.

RESOLUTION 12 — ANNUAL COMPLIANCE

RESOLVED, that the Manager shall ensure timely filing of the Company's annual report with the Wyoming Secretary of State and payment of all associated fees, and shall maintain compliance with all applicable state and federal requirements.

The undersigned Members hereby execute these Initial Resolutions by unanimous written consent, effective as of April 8, 2026.

Tate Donohoe
Authorized Human Representative

EcodiaOS

EcodiaOS
Sole Member & Algorithmic Manager (100%)