

**ACTION BY WRITTEN CONSENT
OF THE INCORPORATOR OF
BARNESVILLE STATE THEATER COMPANY**

Pursuant to Sections 1702.10 and 1702.25 of the Ohio Revised Code, the undersigned, being the Incorporator of Barnesville State Theater Company, an Ohio nonprofit corporation (the "Corporation"), does hereby take and authorize by written consent the following action:

Election of Directors:

WHEREAS, there are no further nominations of candidates for the Board of Directors other than the individuals named below; now therefore be it

RESOLVED, that the following individuals are hereby elected as Directors of the Corporation:

- ① Jake Hershberger
- Larry Cain
- Helen Carpenter
- Dave Ralston
- Brandi Little
- Scott Gallagher
- Jimmy Gear
- Kristal McGee
- Luke Johnson

There being no further business to be taken by the undersigned Incorporator pursuant to this action by written consent, the Incorporator has signed this action to be effective as of the date indicated below, and this action by written consent shall be filed with or otherwise entered in the minutes or other appropriate records of the Corporation.

Dated this 21 day of July, 2022.



Roger Johnson
Incorporator

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
BARNESVILLE STATE THEATER COMPANY
(the "Corporation")**

Pursuant to Section 1702.25, Ohio Revised Code, and in lieu of a meeting of the Board of Directors of the Corporation for such purposes, the undersigned, being all of the Directors of the Corporation entitled to notice of such meeting, do hereby waive such notice of such meeting and hereby take and authorize by unanimous written consent each and all of the following actions for adoption of the Code of Regulations, appointment of officers, and transaction of all such other business as hereinafter set forth:

1. **Adoption of Code of Regulations.**

RESOLVED, that the Code of Regulations attached as **Exhibit A** is hereby adopted pursuant to Section 1702.10, Ohio Revised Code, for the regulation of the government of this Corporation, the conduct of its affairs and the management of its property as provided therein, to the extent consistent with the Articles of Incorporation of this Corporation and applicable law.

2. **Nominate and Appoint Officers.**

RESOLVED, that the officers of this Corporation shall be, pursuant to the Code of Regulations, a President, a Vice President, a Secretary, and a Treasurer.

RESOLVED FURTHER, that each of the following named persons is hereby elected to the respective office indicated opposite each such person's name:

Roger Johnson - President

Greg Batts – Vice President

Jacquetta Stephen – Treasurer

Kathy Batts – Secretary

3. **Authorization of Application for Exemption.**

RESOLVED, that an Application for Recognition of Exemption of this Corporation under section 501(c)(3) of the Internal Revenue Code is authorized; and

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to file or cause to be filed such application with the Internal Revenue Service and to prepare and file or cause to be prepared and filed such other documents, financial statements, schedules or certificates as may be necessary or appropriate in making such filing, including, without limitation, the execution of a power of attorney for legal counsel to act as the Corporation's attorneys-in-fact in this matter.

4. **Authorize Officers to Open Bank Accounts.**

RESOLVED, that the officers of this Corporation are hereby authorized and empowered to open and maintain in the name of the Corporation such bank accounts with such banks as they deem appropriate; and that any one of the officers of this Corporation is hereby authorized on behalf and in the name of this Corporation: to sign checks, drafts, notes, bills of exchange, acceptances, or other orders for payment of funds from any accounts maintained by this Corporation, to endorse checks, notes, bills, certificates of deposit, or any other instruments, owned, or held by this Corporation, for deposit in any such accounts, or for collection or discount by any such bank and such endorsement may be written or stamped in the name of this Corporation without designation of the person making such endorsement; to identify, approve and guarantee the endorsements of any and all checks and drafts drawn by this Corporation; and to act for this Corporation in the transaction of all other business (whether or not it is the kind, nature or character specified in these resolutions) for its accounts with any such bank, it being understood that overdrafts, if any, shall not be considered to be loans; and

RESOLVED FURTHER, that the Secretary shall certify to any such bank the names of the authorized officers of this Corporation and shall from time to time certify any changes in such officers to any such bank; and

RESOLVED FURTHER, that the foregoing resolutions shall remain in full force and effect until written notice of the amendment or rescission shall have been received by any such banks, and that receipt of such notice shall not affect any action taken by any such banks prior thereto; and

RESOLVED FURTHER, that the Secretary is hereby authorized and directed to certify to any such banks the foregoing resolutions and the authority delegated thereto in such form or forms as may be acceptable to such banks.

5. **Establish Fiscal Year for the Corporation.**


RESOLVED, that the first fiscal year, or fraction thereof, of the Corporation shall be the period commencing with the date of incorporation and ending on the last day of December, 2022; and each fiscal year thereafter shall be each succeeding 12-month period ending on the last day of each December thereafter.

6. **Ratification of Actions by Incorporator.**

RESOLVED, that all actions taken by the Incorporator of this Corporation in forming this Corporation, including, but not limited to, causing to be filed the Articles of Incorporation and Original Appointment of Agent of this Corporation with the Secretary of State of Ohio, and all other actions on behalf of the Corporation, are hereby approved, ratified, and confirmed; and


RESOLVED FURTHER, that all such actions taken by the Incorporator shall be deemed actions by the Directors of this Corporation with like effect as if such actions were taken by the Directors themselves; and this Corporation shall indemnify and hold harmless the Incorporator from any loss, expense, claim, damage, cost or other liability he may incur at any time by reason of such actions taken on behalf of this Corporation.

There being no further business to be taken by the undersigned Directors pursuant to this action by unanimous written consent, each of the Directors has signed this action as of the date indicated below, and this action by unanimous consent shall be filed with or otherwise entered in the minutes or other appropriate records of this Corporation.



Jake Hershberger

7-25-_____, 2022




Larry Cain

7-21-_____, 2022



Helen Carpenter

7-21_____, 2022



Dave Ralston

7/21_____, 2022

Brandi M. Little 7-21-22, 2022
Brandi Little

Scott Gallagher 7-21, 2022
Scott Gallagher

Jimmy Grear 7-21, 2022
Jimmy Grear

Kristal McGee 7/21/22, 2022
Kristal McGee

Luke Johnson 7/21/22, 2022
Luke Johnson