

**Minutes of First Meeting of Board of Directors  
of  
Center for the Well Being, Inc.**

The board of directors of Center for the Well Being, Inc. held its first meeting on Sunday, February 24, 2019 at 8pm.

The following directors, constituting a quorum of the full board, were present at the meeting:

Kimberly Muehlbauer

Freya Muehlbauer

No initial directors were absent.

On motion and by unanimous vote, Kimberly Muehlbauer was elected temporary chairperson and then presided over the meeting. Freya Muehlbauer 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 of this corporation were filed with the office of the Virginia State Corporation Commission on February 23, 2019.

RESOLVED, that the secretary of this corporation is directed to see that a copy of the articles of incorporation 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.

**Election of Officers**

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

Kimberly Muehlbauer, President  
Freya Muehlbauer, Vice President  
Kimberly Muehlbauer, Secretary  
Freya Muehlbauer, Treasurer

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.

RESOLVED, that the item of election of officers would be discussed at the next meeting and permanent officers would be elected as the corporation acquires more directors and interested parties.

**Principal Office**

The chairperson then announced that the location of the corporation’s principal office for the transaction of business in the county named in the bylaws shall be located at 5318 Buxton Court, Alexandria, VA 22315.

**Bank Account**

Upon motion duly made and seconded, it was

RESOLVED, that the funds of this corporation shall be deposited with SunTrust or Pentagon Federal Credit Union.

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 director or officer 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, the exception being compensation payments as stated in the bylaws of this corporation:

Kimberly Muehlbauer  
Freya Muehlbauer

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

RESOLVED FURTHER, that the authority herby 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.

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

Dated:

SIGNATURE ON FILE \_\_\_\_\_  
Freya Muehlbauer, Temporary Secretary of the First Meeting