

BRANDON MICHAEL JEANPIERRE CORPORATION

d/b/a THE BLACK FLAG

Delaware Entity: 7336243 | DLN: 26053506003014 | EIN: 92-2858861

8 The Green, Ste A, Dover, DE 19901

MEETING MINUTES

Document ID: BMJC-GOV-MIN-003-1-0-0

Date: March 11, 2023

Subject: Initial Board of Directors Meeting

MINUTES OF THE INITIAL BOARD OF DIRECTORS MEETING OF

Brandon Michael Jeanpierre Corporation

The initial meeting of the Board of Directors (“the Board”) of Brandon Michael Jeanpierre Corporation (the “Corporation”) was held on 03/11/2023, at 15:02, in the principal executive office, in accordance with §141 of the General Corporation Law of the State of Delaware (the “Act”).

The following Directors were present, which constituted a quorum of the Board:

Brandon Michael Jeanpierre

In addition, at the invitation of the Board, the following persons were in attendance:

Name Title

Brandon Michael Jeanpierre Vice Chair

Brandon Michael Jeanpierre President

Brandon Michael Jeanpierre Vice President

Brandon Michael Jeanpierre Treasurer

Upon notice duly given, the meeting was called to order.

On motion duly made and carried, a Chairperson of the meeting was elected, being Brandon Michael Jeanpierre, who accepted the position and proceeded with the discharge of duties. The Chairperson announced that the meeting was being held in accordance with the notification requirements of the Corporation's Bylaws if so required, or pursuant to the waiver of notice by all Directors entitled to receive notice under said Bylaws. Copies of any Director written waivers, as well as any prepared certificates of mailing of notice, are attached to these minutes.

The minutes of the organization meeting of incorporators were read and approved.

On motion duly made and carried by the affirmative vote of a majority of Directors in attendance at the meeting, the following resolutions were adopted by the Directors entitled to vote at the meeting:

APPROVAL OF ARTICLES OF INCORPORATION

RESOLVED, that the Articles of Incorporation of the Corporation, which have been presented to and reviewed by each Director of the Corporation, and received and filed in the office of the Secretary of State of Delaware on 03/07/2023, shall be hereby approved, and a copy of such Articles shall be included in the minute book of the Corporation.

APPROVAL OF BYLAWS

RESOLVED, that the Bylaws of the Corporation, which have been presented to and reviewed by each Director of the Corporation, shall be, and hereby are adopted and approved as the Bylaws of the Corporation and such Bylaws shall be inserted into the minute book of the Corporation.

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ELECTION OF OFFICERS

RESOLVED, that in accordance with §142 of the Act, each of the following persons shall be, and hereby is, elected to the offices set forth their respective names to hold such offices until the next annual meeting of the Board of Directors and until their respective successors are elected and qualified, or until their earlier resignation or removal:

Office Name

FISCAL YEAR

RESOLVED, that the fiscal year of the Corporation shall be the calendar year ending December 31, except that the first fiscal year shall begin on the date of incorporation of the Corporation.

AGENT AND OFFICE

RESOLVED, that in compliance with §131 and §132 of the Act, United States Corporation Agents, Inc. is designated the Registered/Statutory Agent of the Corporation and that the Registered/Principal Office shall be located at 211 N. Broad St., ste 3A, Middletown, DE 19709.

MINUTES AND BOOKS

RESOLVED, that the Secretary of the Corporation shall record, or cause to be recorded, all proceedings of the Board of Directors, Board Committees, Shareholders and members in a book to be kept for that purpose at the principal executive office of the Corporation;

FURTHER RESOLVED, that the minutes of all meetings of the Board of Directors, Board Committees, Shareholders and members shall include a record of the proceedings, as well as the time and place of the meeting; whether it is regular, annual or special; what notice of the meeting was given; the names of those present; and such additional information as required by the Corporation's Articles and Bylaws; and

FURTHER RESOLVED, that the Secretary of the Corporation is directed to procure a minute book and any other books and records that may be required by the Corporation, any or all of which books and records shall be available for examination by any shareholder for any proper purpose as provided by law.

ISSUANCE OF COMMON STOCK

RESOLVED, that in accordance with §161 of the Act, the proper officers are hereby authorized and directed to cause the Corporation to issue shares of its authorized Common Stock,

_____ par value, such issuance to be to the persons listed below and, in the case of each such person, to be in the number of shares set forth opposite such person's name, and such

issuance to be in exchange for consideration of the payment thereof by each of such persons of cash in the amount set forth opposite such person's name (in the aggregate), which payment has heretofore been received by the Corporation; and that upon the issuance thereof such shares shall be fully paid and nonassessable and shall be represented by stock certificates issued and delivered to the persons, and in the denominations, set forth below:

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BANKING AND FUNDS

RESOLVED, that the proper officers of the Corporation shall be, and the same hereby are, authorized to designate any bank or banks as depositories in which funds of the Corporation may be deposited from time to time and are authorized to appoint any officer or employee of the Corporation to sign any and all checks, drafts and orders against any funds standing to the Corporation's credit with said bank or banks. The proper officers of this Corporation are hereby authorized to take such action from time to time on behalf of the Corporation as they may deem proper in order to effect such designation.

FURTHER RESOLVED, that disbursements of the funds of the Corporation shall be made in accordance with all such rules, procedures and limitations as established by the proper officers, who are authorized to prescribe such rules or limitations with respect to the authority of the officers and employees of the Corporation to make or authorize the expenditure of Corporation funds, and the creation of contractual commitments on behalf of the Corporation.

CORPORATE SEAL

RESOLVED, that the seal containing the name of the Corporation, an impression of which is affixed in the space below, shall be, and hereby is adopted and approved as the corporate seal of the Corporation.

ORGANIZATION FEES AND EXPENSES

RESOLVED, that the proper officers of the Corporation are hereby authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation.

LICENSES AND PERMITS

RESOLVED, that the proper officers of the Corporation are directed to procure in the name of the Corporation such licenses and permits as may be required to conduct the business of the Corporation by any federal, state, county, or municipal governmental ordinance, regulation, or law, and to do all things necessary or convenient to qualify the Corporation to transact its business in compliance with the laws and regulations of any appropriate federal, state, county, or municipal governmental authority.

PRINCIPAL EXECUTIVE OFFICE

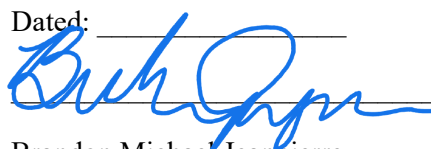
RESOLVED, that the principal executive office of this Corporation shall be established and maintained at 844 E Wilmington Ave, Salt Lake City, UT 84106.

RESOLVED, that the proper officers of the Corporation are authorized, empowered and directed, in the name of and on behalf of the Corporation, to take all such further action as they may deem necessary or appropriate in order to fully effectuate the purposes of the foregoing resolutions, and the execution by such officers of any document or instrument in connection with the foregoing matters shall conclusively establish their authority therefore; and

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FURTHER RESOLVED, that any and all actions heretofore taken by any proper officer of the company in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for its approval prior to such actions being taken.

There being no further business before the meeting the same was, on motion, duly adjourned at 22:00.

Dated: _____

Brandon Michael Jeanpierre

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Recorded and Attested:



Brandon Michael Jeanpierre

Keeper of the Codex

CHANGELOG

Date	Time	Title/Role	Initials	Document Title	Commit Message
March 11, 2023	—	Keeper of the Codex	BMJ	BMJC-GOV-MIN-003-1-0-0	Initial Commit