

# **BOARD OF DIRECTORS' CORPORATE RESOLUTION**

**OF**

## **COMPANION ANIMAL PLACEMENT ASSISTANCE**

We, the undersigned, constituting the Board of Directors of Companion Animal Placement Assistance (CAPA) and by unanimous written consent in lieu of a meeting, in accordance with all applicable laws, CAPA Bylaws, and any other appropriate authorities, **THEREFORE RESOLVE AS FOLLOWS:**

1. CAPA's Bylaws, revised February 18, 2021, are hereby amended to delete such sections in their entirety, if they exist, and replace such sections with the following additions.
2. All other provisions of the Bylaws as adopted will remain in effect, and the foregoing amendment is incorporated in Companion Animal Placement Assistance's standing Bylaws.
3. The following persons are elected to the offices indicated next to their names and will take their respective offices immediately upon such appointment. They will serve until their successors are duly elected unless they resign, are removed from office, or are otherwise disqualified.
  - a. President or Chief Executive Officer: Janet Kays
  - b. Secretary: Jennifer Martinec
  - c. Treasurer or Chief Financial Officer: Cynthia Allen
  - d. Board member(s): Erin Martin and Erin Keller
4. All actions of the Officers taken on behalf of CAPA since the last Board of Directors' Meeting have been reviewed and adequately considered. Based on such review, the Board of Directors adopts, ratifies, and approves all of the actions taken by the Officers since the last Board of Directors' Meeting.
5. Unless otherwise specified and restricted within the resolution, any one Director or Officer of CAPA is authorized to sign all documents and perform such acts as may be necessary or desirable to give effect to the above resolutions.
6. The Secretary is directed to update the corporate records with this resolution, as appropriate.

7. This resolution may be executed in counterparts. Facsimile, scanned, or electronic signatures are binding and are considered to be original signatures.
8. This resolution is adopted on May 31, 2024.

Signatures

<p><u><i>Jennifer Martinec</i></u>  <a href="#">Jennifer Martinec (May 31, 2024 17:07 PDT)</a>          Jennifer Martinec</p>	<p>Secretary</p>	<p>May 31, 2024</p> <hr/> <p>Date</p>
<p><u><i>Janet Kays</i></u>          Janet Kays</p>	<p>President</p>	<p>May 31, 2024</p> <hr/> <p>Date</p>
<p><u><i>Cynthia Allen</i></u>          Cynthia Allen</p>	<p>Treasurer</p>	<p>May 31, 2024</p> <hr/> <p>Date</p>

**CERTIFICATE OF CORPORATE RESOLUTION**

I, a duly elected and qualified representative of Companion Animal Placement Assistance, hereby certify that the attached is a true, correct, and complete copy of the resolution that was duly adopted by unanimous written consent of the Board of Directors on May 31, 2024.

I further certify that the aforementioned resolution is now in full force and effect without modification or rescission.

<p><u><i>Jennifer Martinec</i></u>  <a href="#">Jennifer Martinec (May 31, 2024 17:07 PDT)</a>          Jennifer Martinec</p>	<p>Secretary</p>	<p>May 31, 2024</p> <hr/> <p>Date</p>
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