

RESOLUTIONS OF THE FIRST DIRECTORS

OF

GOODEN PERFECT CORPORATION
(the "Corporation")

New General By-law

RESOLVED that By-Law No. 1, being a by-law relating generally to the transaction of the business and affairs of the Corporation, is made a by-law of the Corporation.

Banking Arrangements

RESOLVED that the resolution and other documents respecting banking and signing officers in the form required by Safen Secure National Bank be and the same are hereby approved and any two officers or directors of the Corporation be and are hereby authorized to send a certified copy of such resolution to, and to execute such other documents as may be required by, the said bank.

Financial Year End

RESOLVED that the financial year of the Corporation shall end on March 31 in each year.

Designation of Offices

RESOLVED that the Corporation may have a President, Secretary, Treasurer and any other office which may from time to time be designated by the board of directors as well as one or more Assistants to any such office.

Duties and Powers of Officers

RESOLVED that the officers of the Corporation shall exercise the following duties and powers:

1. *President* – The President shall be the chief executive officer of the Corporation. The President shall, when present, preside at all meetings of the board of directors and at all meetings of shareholders and shall be charged with the general supervision of the business and affairs of the Corporation, except as may be limited by the *Business Corporations Act* (Ontario).
2. *Secretary* – The Secretary shall give, or cause to be given, all notices required to be given to shareholders, directors, auditors and members of committees of the board of directors. The Secretary shall attend meetings of the board of directors and of the shareholders and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings. The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation, if any.
3. *Treasurer* – The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the directions of the board of directors, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer shall render an account of the financial position of the Corporation to the board of directors at each meeting of the board of directors, or whenever otherwise required by the board of directors.
4. *Other* – Other officers shall, in addition to those prescribed by this resolution, perform such duties and exercise such powers of management of the business and affairs of the Corporation as may from time to time be prescribed by the board of directors. An Assistant to any officer shall assist such officer in the performance of such officer's duties and may perform the duties and exercise the powers of such officer

during the absence or inability to act of such officer. If an Assistant performs any such duty or exercises any such power, the absence or inability to act of such officer shall be presumed with respect thereto.

Appointment of Officers

RESOLVED that the following persons be and they are hereby appointed officers of the Corporation to hold the office set forth opposite their names until the next annual meeting of the Corporation or until their successors have been duly appointed:

Victoria Gooden	-	President
Peter S. Perfect	-	Secretary
Peter S. Perfect	-	Treasurer

Uncertificated Securities

RESOLVED that, pursuant to subsection 54(2) of the *Business Corporations Act* (Ontario), all classes and series of the Corporation's shares and other securities shall be uncertificated securities, provided that this resolution shall not apply to any shares or other securities represented by a certificate until such certificate is surrendered to the Corporation.

Corporate Seal

RESOLVED that the corporate seal of the Corporation shall be in the form impressed hereon.

Location of Corporate Records

RESOLVED that all or some of the records required to be maintained pursuant to the *Business Corporations Act* (Ontario) may be kept at the offices of Lexcor Business Lawyers LLP, London, Ontario, until the directors by resolution determine otherwise.

The undersigned, being all of the first directors of the Corporation, hereby sign the foregoing resolutions pursuant to the provisions of the *Business Corporations Act* (Ontario).

DATED this 1st day of January, 2015.

Victoria Gooden

Peter S. Perfect