

**RESOLUTIONS FOR THE MEETING OF THE BOARD OF DIRECTORS
OF INTERNATIONAL ASSOCIATION FOR STRUCTURAL MECHANICS
in REACTOR TECHNOLOGY**

The Board of Directors of INTERNATIONAL ASSOCIATION FOR STRUCTURAL MECHANICS in REACTOR TECHNOLOGY (hereinafter referred to as “IASMiRT”) acting under the authority granted by Chapter 55A of the North Carolina General Statutes, on this the **9th day of February 2018** (the “Effective Date”) hereby adopts at a duly noticed meeting of the Board of Directors the following Resolutions:

1. Ratification of Formation of the Corporation:

RESOLVED, that Articles of Incorporation, filed in the Office of the Secretary of State of North Carolina on **January 19, 2018**, (a copy of which is attached as Exhibit A) are approved, accepted, ratified, and adopted as IASMiRT’s Articles of Incorporation (“Articles”).

FURTHER RESOLVED, that the Bylaws of IASMiRT (a copy of which is attached as Exhibit B) are hereby approved, accepted, ratified, and adopted as the Bylaws of IASMiRT (“Bylaws”).

FURTHER RESOLVED, that the actions of Robert W. Saunders, as Incorporator (“Incorporator”), are hereby approved, accepted and ratified, and that he hereby transfers all rights to IASMiRT.

FURTHER RESOLVED, that Robert W. Saunders, in his capacity as Incorporator and Initial Director, is hereby relieved of all duties and responsibilities pertaining to the management of IASMiRT.

2. Election of Directors and Officers:

RESOLVED, that IASMiRT hereby elects the individuals listed on Exhibit C to serve in the official capacity designated.

FURTHER RESOLVED, that each individual so listed above shall serve in this capacity, each to serve as such until such member’s successor is elected or appointed and qualified or, if earlier, until the death, resignation, or removal from such position of any such person as authorized by the Articles and Bylaws.

3. Tax Exempt Status:

RESOLVED, that the officers of IASMiRT’s Board of Directors be and hereby are authorized and directed to file such applications and documents with the Internal Revenue Service

and the North Carolina Department of Revenue and to take such other action as they deem necessary or desirable to obtain recognition of the tax-exempt status of IASMiRT.

4. Directors and Officers Liability Insurance:

RESOLVED, that the officers of IASMiRT's Board of Directors **are authorized to** obtain information regarding the availability and cost of director's and officer's liability insurance and report to IASMiRT's Board of Directors **as necessary**.

5. Commencing Activity:

RESOLVED, that the officers of IASMiRT's Board of Directors be and hereby are authorized and directed to take such action as they deem necessary or desirable to commence the activities of IASMiRT in accordance with its purposes as stated in its Articles and Bylaws, including but not limited to, any action necessary to establish an account with a financial institution.

6. Implementation:

RESOLVED, that the officers of IASMiRT's Board of Directors are hereby severally authorized (a) to sign, execute, certify to, verify, acknowledge, deliver, accept, file, and record any and all instruments and documents; and (b) to take, or cause to be taken, any and all such action, in the name and on behalf of IASMiRT as, in such officer's judgment, shall be necessary, desirable or appropriate in order to effectuate the purposes of the foregoing resolutions.

FURTHER RESOLVED, that any and all action taken by any proper officer of IASMiRT prior to the effective date, taken in effectuating the purposes of the foregoing resolutions is hereby ratified, approved, confirmed, and adopted in all respects.

FURTHER RESOLVED, that the Secretary of IASMiRT is hereby directed to include a copy of these Resolutions in the minute book **(physical or electronics)** of IASMiRT.

DRAFT

FOR DISCUSSION PURPOSES ONLY

2/9/2018

EXHIBIT A

Articles of Incorporation

[See copy of Articles of Incorporation, attached hereto]

DRAFT

FOR DISCUSSION PURPOSES ONLY

2/9/2018

EXHIBIT B

Bylaws

[See copy of Bylaws, attached hereto]

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FOR DISCUSSION PURPOSES ONLY

2/9/2018

EXHIBIT C

List of **Initial Directors and Officers**

Goon-Cherl Park, Seoul National University, Republic of Korea, President
Astrid Petersen, TÜV NORD, Germany, Vice President and Secretary
Abhinav Gupta, NC State University, USA, President Elect
David Shepherd, Cramjar Limited, UK, Treasurer
Vernon Matzen, NC State University, USA, Advisor General