**LOW POWER COMPANY, INC.**

**(a Delaware corporation)**

**Unanimous Written Consent in Lieu of First Meeting of
Board of Directors**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_, 20\_\_\_

Pursuant to Section 141(f) of the Delaware General Corporation Law and the By-Laws of Low Power Company, Inc., a Delaware corporation (the “Corporation”), the undersigned, being all of the directors of the Corporation, hereby consent to the adoption of the following resolutions without the necessity of a meeting:

Incorporation

RESOLVED: To acknowledge that the Corporation was duly incorporated on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_, 20\_\_\_ by the filing of a Certificate of Incorporation with the Secretary of State of the State of Delaware.

Election of Officers

RESOLVED: That the following named individuals be and they hereby are elected officers of this Corporation, each to hold the office set forth opposite his/her name until a successor is duly chosen and qualified or until such officer sooner dies, resigns, is removed or becomes disqualified:

 President: Andrew Sharp

 Treasurer: Andrew Sharp

 Secretary: Andrew Sharp

Form of Common Stock Certificate

RESOLVED: That the form of stock certificate filed with this Unanimous Written Consent in Lieu of First Meeting of Board of Directors (the “Consent”) and attached hereto as Exhibit A is adopted as the form of certificate for the Common Stock, par value $0.0001 per share, of the Corporation (“Common Stock”).

Sale of Common Stock

RESOLVED: To accept the subscription of Andrew Sharp to purchase 360 shares of Common Stock as set forth in a Subscription Agreement in the form attached hereto as Exhibit B‑1, and to issue the shares of Common Stock so subscribed for in accordance with the terms thereof.

RESOLVED: To accept the subscription of Peter Theunis to purchase 40 shares of Common Stock as set forth in a Subscription Agreement in the form attached hereto as Exhibit B‑2, and to issue the shares of Common Stock so subscribed for in accordance with the terms thereof.

RESOLVED:That, upon payment of the consideration pursuant to the Subscription Agreement, the shares of the Common Stock shall be duly and validly issued, fully paid and non-assessable.

RESOLVED: To authorize the proper officers of the Corporation to execute and deliver certificates for the number of shares of Common Stock so subscribed and paid for.

RESOLVED: That it is desirable and in the best interest of the Corporation that the sale and issuance of shares of Common Stock, be qualified or registered or exempted from qualification or registration in various states and under federal securities laws; that the officers of the Corporation be, and each of them acting singly hereby is, authorized and directed, in the name and on behalf of the Corporation, to determine the states in which appropriate action shall be taken to qualify or register or exempt from qualification or registration all or such number of the securities of the Corporation as such officers or officer may deem advisable; that such officers or officer hereby are authorized to perform, on behalf of the Corporation and its name, any and all such acts as any such officers or officer may deem necessary or advisable in order to comply with the applicable federal laws and applicable laws of any such states, and, in connection therewith, to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and that the execution by any such officer or officers of any such paper or document or the doing by any of them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Corporation and the approval and ratification by the Corporation of the papers and documents so executed and the action so taken.

RESOLVED: That if the securities or “Blue Sky” laws of any of the states in which the officers or an officer of the Corporation deem it necessary or advisable to qualify or register or exempt from qualification or registration the sale and issuance of the shares of Common Stock, or to register the Corporation as a dealer or broker, or any authority administering such laws, require or requires a prescribed form of preamble, resolution or resolutions, or consent to service of process in connection with such sale or issuance, each such preamble, resolution or consent is hereby adopted by the Board of Directors of the Corporation (the “Board”) and the officers of the Corporation be, and each of them acting singly hereby is, authorized and directed, in the name and on behalf of the Corporation, to certify the adoption of such preamble, resolution or consent.

Founders Agreement

RESOLVED: That the Corporation be, and hereby is, authorized to enter into and perform a Founders Agreement by and among the Corporation and each of the aforementioned stockholders (the “Founders Agreement”), substantially in the form attached hereto as Exhibit C, and that the proper officers of the Corporation be, and each of them acting singly hereby is, authorized and directed to execute and deliver, in the name and on behalf of the Corporation, the Founders Agreement with such additions, deletions, amendments and modifications as such officer may deem, in such officer’s sole discretion, necessary or advisable and in the best interests of the Corporation, the execution and delivery thereof to be conclusive evidence of his authority pursuant to this resolution.

Fiscal Year

RESOLVED: That the fiscal year of the Corporation shall be the twelve (12) months ending on December 31.

Qualification to Do Business

RESOLVED: That the Corporation be qualified to do business in any jurisdiction that the Board may deem from time to time to be necessary to be so qualified and that the officers of the Corporation be, and they hereby are, authorized and empowered to execute and file, in the name of and on behalf of the Corporation, with the Secretary of State of such jurisdictions any and all documents, certificates or the like necessary to effect such qualification of the Corporation as a foreign Corporation in such jurisdiction.

Bank Accounts

RESOLVED: That the officers of the Corporation be, and each of them acting singly hereby is, authorized and directed, in the name and on behalf of the Corporation, to open such accounts with such banking institution as the officers deem necessary or appropriate to conduct the business of the Corporation; that the Corporation hereby adopts, as though the same were presented herewith, any standard form of resolution required by any banking institution in order for the Corporation to establish an account with such banking institution; and that the officers of the Corporation be, and hereby are, authorized to certify the adoption of any such resolution and are directed to record any resolutions so certified in the Corporation’s minute book.

General

RESOLVED: To authorize, empower and direct the officers of the Corporation, and each of them acting singly (i) to execute, seal and deliver in the name of and on behalf of the Corporation any and all documents, agreements and instruments to effectuate any of the foregoing resolutions, all with such changes therein as any of such officers may deem necessary or desirable, and (ii) to take such action (including without limitation the filing of any and all applications and the payment of any and all filing fees and expenses), or to cause the Corporation or any other person to take such action as may in the judgment of the officer so acting be necessary or desirable in connection with, or in furtherance of, any of the foregoing resolutions, and the execution and delivery of any such document, agreement or instrument or the taking of any such action shall be conclusive evidence of such officer’s authority hereunder to so act.

RESOLVED: To ratify, confirm and approve all actions taken by the officers of the Corporation in connection with any and all of the transactions referred to in or contemplated by any of the foregoing resolutions.

RESOLVED: To direct that this Consent be filed with the records of meetings of the Directors.

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EXECUTEDas of the date first set forth above.

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|  |  |  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Andrew Sharp |
|  |  |  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Peter Theunis |
|  |  |  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Mark Brine |

Exhibit A

Form of Common Stock Certificate
(see attached)

**SEE REVERSE FOR RESTRICTIVE LEGEND(S)**

|  |  |  |
| --- | --- | --- |
| **Certificate Number** **C-\_\_** | **Low Power Company, Inc.****a Delaware corporationCommon Stock, par value $0.0001** | **Number of Shares\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |

THIS CERTIFIES THAT **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**  is the registered holder of **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)** shares of Common Stock, par value $0.0001 per share, of Low Power Company, Inc., a Delaware corporation (the “Corporation”), transferable only on the books of the Corporation by the holder hereof, in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed or assigned.

IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its duly authorized officers as of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_, \_\_\_\_\_.

|  |  |  |
| --- | --- | --- |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary |  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, President |

|  |
| --- |
| For value received \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ hereby sells, assigns and transfers unto \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares represented by the within Certificate and does hereby irrevocably constitute and appoint \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ attorney to transfer the said shares on the books of the within named corporation with full power of substitution in the premises.Dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(signature)Notice: The signature on this assignment must correspond with the name as written upon the face of this Certificate, in every particular, without alteration or enlargement, or any change whatever. |

RESTRICTIVE LEGENDS:

The securities represented hereby have not been registered under the Securities Act of 1933 (the “Act”) or applicable state securities laws. These securities have been acquired for investment and not with a view to distribution or resale. These securities may not be offered for sale, sold, delivered after sale, transferred, pledged or hypothecated in the absence of an effective registration statement covering such securities under the Act and any applicable state securities laws, unless the holder shall have obtained an opinion of counsel satisfactory to the Corporation that such registration is not required.

The securities represented hereby are subject to the provisions of a certain Founders Agreement by and among the Corporation, \_\_\_name of holder\_\_\_ and certain other parties thereto, including certain restrictions on transfer, rights of first refusal and voting requirements set forth therein. A copy of such agreement is available for inspection at the principal office of the Corporation and will be furnished upon written request and without charge.

Exhibit B – 1

Form of Subscription Agreement for Andrew Sharp

Exhibit B – 2

Form of Subscription Agreement for Peter Theunis

Exhibit C

Founders Agreement