MAINE ROBOTICS

Action of Directors By Unanimous Written Consent
Without A Meeting

Pursuant to 13-B M.R.S.A., Section 707, the undersigned, being all of the Directors of Maine Robotics, hereby consent to the following actions without holding a meeting, such actions being stated in the form of, and to be as fully effective as if taken by unanimous resolution or resolutions of the Board of Directors of said corporation at a meeting duly called and held on the date hereof at which all of the undersigned Directors were present and acting throughout:

ELECTION OF OFFICERS

RESOLVED: That the following persons be elected to the offices set forth opposite their respective names, each to serve until the corporation's annual meeting, and until his/her successor has been duly elected and qualified, or until his/her earlier resignation or removal from office:

President - Thomas Bickford
Secretary/Clerk - Sally Coppus
Treasurer - Thomas Bickford

DESIGNATION OF DEPOSITORY BANK

RESOLVED: That University Credit Union is hereby designated as a depository bank of the corporation, and that the standard depository resolutions of said bank are hereby adopted in full.

FISCAL YEAR

RESOLVED: That the fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

ADOPTION OF BYLAWS

RESOLVED: That Bylaws be adopted in the form attached hereto as *Exhibit A* and be placed with the corporation's permanent records.

ADOPTION OF CONFLICT OF INTEREST POLICY

RESOLVED: That the Conflict of Interest Policy attached hereto as Exhibit B is hereby

adopted, and the Secretary is hereby directed to place a copy of said Policy with the corporation's permanent records.

CORPORATE SEAL

RESOLVED: That the corporation is hereby authorized to adopt a circular seal containing the name of the corporation, the year of its creation, and the word "Maine", and that the Secretary/Clerk is hereby authorized to secure the same when deemed appropriate.

APPLICATION FOR EMPLOYER IDENTIFICATION NUMBER

RESOLVED: That the President of the corporation is hereby authorized and directed to file Form SS-4 with the Internal Revenue Service in order to obtain an employer identification number for the corporation.

FILING FOR TAX EXEMPT STATUS

RESOLVED: That the corporation is hereby authorized to apply for tax exempt status with the Internal Revenue Service, that the President of the corporation is hereby authorized and directed to prepare and file said application with such other and additional instruments and documents with the Internal Revenue Service, and that the President is authorized, acting singly, to sign said application on behalf of the corporation along with any and all other documents which he, in his sole discretion, deems necessary and appropriate for the corporation to obtain tax exempt status.

Dated: 5/22/05.

Thomas R. Bickford

Sally Coppus

W. Tom Sawyer, Jr.

MAINE ROBOTICS

Organizational Meeting Minutes

The organizational meeting of Maine Robotics Corporation was held on April 6, 2005. Present was Nathaniel S. Putnam, the sole incorporator. Mr. Putnam reported that nonprofit Articles of Incorporation were filed with the Secretary of State on March 21, 2005.

The following actions were then taken:

APPOINTMENT OF INITIAL BOARD OF DIRECTORS

RESOLVED: That the following persons be appointed as the initial directors of the corporation, each to serve until the next annual meeting, and until his or her successor has been duly elected and qualified, or until his or her earlier resignation or removal:

Thomas R. Bickford
Sally Coppus
W. Tom Sawyer, Jr.

There being no further business to come before the meeting, the same was thereupon adjourned.

Adjourned accordingly.

A true record.

ATTEST: _____
Nathaniel S. Putnam, Sole Incorporator

MAINE ROBOTICS

Action of Directors By Unanimous Written Consent
Without A Meeting

Pursuant to 13-B M.R.S.A., Section 707, the undersigned, being all of the Directors of Maine Robotics, hereby consent to the following actions without holding a meeting, such actions being stated in the form of, and to be as fully effective as if taken by unanimous resolution or resolutions of the Board of Directors of said corporation at a meeting duly called and held on the date hereof at which all of the undersigned Directors were present and acting throughout:

DESIGNATION OF DIRECTOR

RESOLVED: That the position of Director be established for the purpose of executing the day-to-day operations of Maine Robotics. That the Director be responsible for promoting, managing, and executing programs adopted by Maine Robotics. That the Director be responsible for the hiring and management of all employees required of the programs operated by Maine Robotics, with the exception of the position of Director.

APPOINTMENT OF DIRECTOR

RESOLVED: That Thomas Bickford be installed as the Director of Maine Robotics and be responsible for the daily operation of Maine Robotics.

COMPENSATION OF DIRECTOR

RESOLVED: That compensation for the Director be set at $45,000 pro-rated for the year in question and contingent on availability of funds. Payment of the Director shall occur after expenses and payroll for all other employees has occurred. Compensation shall include employer provided payment of health insurance premium not to exceed $410 per month.

DIRECTOR REPORTS TO THE BOARD OF DIRECTORS

RESOLVED: The Director for Maine Robotics shall report at least quarterly to the Board of Directors on all activities and budgets of Maine Robotics. Reports shall be given at Board of Director's meetings or in writing and supplied to all members of the Board of Directors.

Pursuant to Maine Robotics Conflict of Interest Policy and given the nature of Thomas Bickford serving as both Director of Maine Robotics and as a member of the Board of Directors, the signatures of all other Board Members as listed below constitute the approval of these resolutions.

Dated: **June 23, 2005**

Thomas R. Bickford

Sally Coppus

W. Tom Sawyer, Jr.