

**ACTION BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF THE ORGANIZATIONAL MEETING
BY THE BOARD OF DIRECTORS OF
CARLINE INC.**

The undersigned, constituting all of the members of the Board of Directors (the “Board”) of Carline Inc., a Delaware corporation (the “Company”), pursuant to Section 141(f) of the Delaware General Corporation Law and the Bylaws of the Company, hereby adopt the following resolutions by unanimous written consent, effective as of the latest date set forth on the signature page hereto:

1. Certificate of Incorporation.

RESOLVED, that the Certificate of Incorporation of the Company filed with the Delaware Secretary of State on September 8, 2020, be, and it hereby is, ratified and affirmed.

2. Adoption of Bylaws; Board Size.

RESOLVED, that the Bylaws attached hereto as Exhibit A be, and the same hereby are, adopted as the Bylaws of and for the Company;

RESOLVED FURTHER, that the Secretary of the Company be, and hereby is, authorized and directed to execute a Certificate of Adoption of the Bylaws, to insert the Bylaws as so certified in the Company’s Minute Book and to see that a copy of the Bylaws, similarly certified, is kept at the Company’s principal office, as required by law; and

RESOLVED FURTHER, that pursuant to Section 3.1 of Article III of the Bylaws of the Company, the Board of Directors shall consist of one (1) member.

3. Election of Officers.

RESOLVED, that the following persons be, and they hereby are, appointed as officers of the Company, to serve until the annual meeting or until their successors are duly appointed and have qualified:

President	– Joshua Andrews
Chief Executive Officer	– Daniel Andrews
Chief Financial Officer and Treasurer	– Max Miranda
Secretary	– Sasha Reiss

4. Designation of Depository.

RESOLVED, that the Chief Executive Officer, President and the Treasurer of the Company be, and each of them hereby is, authorized:

- (a) To designate one or more banks or similar financial institutions as depositories of the funds of the Company;
- (b) To open, maintain and close general and special accounts with any such depositories;
- (c) To cause to be deposited, from time to time, in such accounts with any such depository, such funds of the Company as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers or agent or agents of the Company authorized to make such deposits and to endorse checks, drafts and other instruments for deposit;
- (d) To designate, change or revoke, the designation, from time to time, of the officer or officers or agent or agents of the Company authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Company against any funds deposited in any of such accounts;
- (e) To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures;
- (f) To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable and to complete, execute and certify any customary printed blank signature card forms in order to exercise conveniently the authority granted by this resolution; any resolutions printed on such cards are deemed adopted as a part of this resolution;

RESOLVED FURTHER, that all form resolutions required by any such depository be, and they hereby are, adopted in such form used by such depository, and that the Secretary be, and hereby is, authorized to certify such resolutions as having been adopted and that the Secretary be, and hereby is, directed to insert a copy of any such form resolutions in the Minute Book; and

RESOLVED FURTHER, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Company be, and it hereby is, authorized and entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or

amendment of these resolutions adopted by the Board of Directors of the Company.

5. Fiscal Year.

RESOLVED, that the fiscal year of the Company shall end each year on the 31st day of the month of December.

6. Principal Office.

RESOLVED, that the principal executive office of the Company shall initially be at:

6263 Maryland Drive
Los Angeles, CA 90048

7. Ratification of Actions.

RESOLVED, that the prior acts made on behalf of the Company by the sole incorporator be, and the same hereby are, ratified and approved as acts of the Company.

8. Management Powers.

RESOLVED, that the officers of the Company be, and they hereby are, authorized to sign and execute in the name and on behalf of the Company all applications, contracts, leases and other deeds and documents or instruments in writing of whatsoever nature as may be required in the ordinary course of business of the Company and as may be necessary to secure for operation of the corporate affairs, governmental permits and licenses for, and incidental to, the lawful operation of the business of the Company, and to do such acts and things as such officers deem necessary or advisable to fulfill such legal requirements as are applicable to the Company and its business.

9. Stock Certificates.

RESOLVED, that the share certificates representing shares of the Company's Common Stock be in substantially the same form as the form of share certificate attached hereto as Exhibit B; that each such certificate shall bear the name of the Company, the number of shares represented thereby, the name of the owner of such shares and the date such shares were issued; and

RESOLVED FURTHER, that such share certificates shall be consecutively numbered beginning with No. CS-1, shall be issued only when the signature of such officers as provided in Section 158 of the Delaware General Corporation Law, and the corporate seal (if one has been adopted) are affixed thereto, may also bear other wording related to the ownership, issuance and transferability of the shares represented thereby, and that the Secretary is instructed to annex the form of certificate to these minutes.

10. Sale of Common Stock.

RESOLVED, that the Board of Directors of the Company hereby determines, after consideration of all relevant factors, that the fair market value of the Company's Common Stock as of the date hereof is equal to \$0.00001 per share;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to sell and issue an aggregate of 10,000,000 shares of its Common Stock at a purchase price of \$0.00001 per share, payable in cash or in consideration of execution and delivery of the Technology Assignment Agreement in the form set forth as Exhibit C hereto, as follows:

Name of Purchaser	Number of Shares	Total Purchase Price	Type of Consideration
Daniel Andrews	2,500,000	\$25.00	IP
Sasha Reiss	2,500,000	\$25.00	IP
Joshua Andrews	2,500,000	\$25.00	IP
Max Miranda	2,500,000	\$25.00	IP

RESOLVED FURTHER, that the shares of Common Stock authorized to be sold and issued by the Company individually to Daniel Andrews, Sasha Reiss, Joshua Andrews and Max Miranda, respectively, shall be offered and sold under the terms of a certain Stock Purchase Agreement entered into each by the Company and Daniel Andrews, Sasha Reiss, Joshua Andrews and Max Miranda, respectively, in substantially the form attached hereto as Exhibit D; and

RESOLVED FURTHER, that the proper officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further action and execute such documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions, including, but not limited to blue sky filings in accordance with state securities laws and regulations.

11. Proprietary Information and Inventions Agreement.

RESOLVED, that the form of the Proprietary Information and Inventions Agreement attached hereto as Exhibit E be, and it hereby is, adopted and approved, with such changes as may be approved by the President of the Company in their sole discretion, the President's signature on such document to constitute conclusive evidence of such approval.

12. Consulting Agreement.

RESOLVED, that the form of the Consulting Agreement attached hereto as Exhibit F be, and it hereby is, adopted and approved, with such changes as may

be approved by the President of the Company in their sole discretion, the President's signature on such document to constitute conclusive evidence of such approval.

13. Nondisclosure Agreements.

RESOLVED, that the form of Nondisclosure Agreement attached hereto as Exhibit G and the form of Mutual Nondisclosure Agreement attached hereto as Exhibit H be, and each of them hereby is, adopted and approved, with such changes as may be approved by the President of the Company in their sole discretion, the President's signature on such document to constitute conclusive evidence of such approval.

14. Advisor Agreement.

RESOLVED, THAT THE FORM OF THE Advisor Agreement attached hereto as Exhibit I be, and it hereby is, adopted and approved, with such changes as may be approved by the President of the Company in their sole discretion, the President's signature on such document to constitute conclusive evidence of such approval.

15. Incorporation Expenses.

RESOLVED, that the officers of the Company be, and they hereby are, authorized and directed to pay the expenses relating to the incorporation and organization of this Company.

16. Enabling Power.

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, directed and empowered to execute any applications, certificates, agreements or any other instruments or documents or amendments or supplements to such documents, including any blue sky filings and stock certificates, or to do, or cause to be done, any and all other acts and things as such officers, and each of them may, in their discretion, deem necessary or advisable and appropriate to carry out the purposes of the foregoing resolutions.

* * * *

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent as of the dates set forth below and it shall be effective as of the date of the last signature.

Director(s):

September 8, 2020

Date



Daniel Andrews

EXHIBIT A

Bylaws

EXHIBIT B

Form of Common Stock Certificate

EXHIBIT C

Technology Assignment Agreement

EXHIBIT D

Stock Purchase Agreement

EXHIBIT E

Form of Proprietary Information and Inventions Agreement

EXHIBIT F

Form of Consulting Agreement

EXHIBIT G

Nondisclosure Agreement

EXHIBIT H

Mutual Nondisclosure Agreement

EXHIBIT I

Advisor Agreement