

MINUTES OF THE FIRST MEETING OF THE  
DIRECTORS OF GUMBO LABS, INC.

The first meeting of the Directors of GUMBO LABS, INC. was held at the registered office of the corporation on January 19, 2009, 7:30PM-9:00PM. All of the Incorporators being present, the following were unanimously elected to the offices shown opposite their names:

Simon Dorfman, temporary chairman of the meeting  
Fran Ledger, temporary secretary of the meeting  
Hunter King, temporary treasurer of the meeting

Upon motion duly made, seconded and carried, it was:  
RESOLVED, that the following persons were approved for membership in Gumbo Labs, Inc.  
Marshall Brown  
James Thompson

Upon motion duly made, seconded and carried, it was:  
RESOLVED, that the following persons were nominated for directors of the corporation to serve until their successors are chosen and qualified:

Simon Dorfman  
Hunter King  
Fran Ledger  
Mike Perry  
Marshall Brown  
Chris Klarmann  
Michael Deese  
Brian Blackburn

Ballots having been duly made, and all persons present having voted, the chairman now said the aforesaid persons had been unanimously elected as directors.

The president presented and read a waiver of notice of the meeting signed by all of the directors, which waiver is included at the end of the minutes.

Upon motion duly made, seconded and unanimously carried, it was:  
RESOLVED that the by-laws submitted to this meeting are hereby adopted as the by-laws of this corporation, the president and secretary are authorized to execute the same, and the secretary is hereby instructed to cause the by-laws to be inserted in the minute book immediately following the copies of the articles of incorporation.

BE IT FURTHER RESOLVED that the Treasurer of the Corporation be and is authorized to take any and all action necessary to comply with the requirements of the Internal Revenue Service for making an election pursuant to Section 501(c)(3) of the Internal Revenue Code.

The following persons were nominated for officers of the corporation to serve until their respective successors were chosen and qualified:

President: Simon Dorfman  
Secretary: Fran Ledger  
Treasurer: Hunter King  
Inventory Tszar: Chris Klarmann

Ballots having been duly had, and all directors having voted, the chairman now said the aforesaid persons had been unanimously elected for the offices stated before their respective names. The president thereupon took the chair.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that the President be hereby authorized to sign any and all checks, drafts, and orders against any funds, at any time, standing to the credit of this corporation, with any bank or banks in the State of Louisiana.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that the corporation does hereby indemnify and hold harmless the incorporators of this Corporation for any act or transaction into which they may be entered as incorporators on behalf of this Corporation. The Corporation does further indemnify any person who is a party or who is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Corporation) by reason of the fact that he or she is or was an incorporator, director, officer, employee, or agent of the Corporation, or is or was serving at the request of the business against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the full extent authorized and allowed by Louisiana law and particularly by Louisiana Revised Statutes 12:83, as amended.

BE IT FURTHER RESOLVED that any payments made to an officer of the Corporation such as salary, commission, bonus, interest or rent, or entertainment expense incurred by the officer which shall be disallowed in whole or in part as deductible expense by the Internal Revenue Service shall be reimbursed by such officer to the Corporation to the full extent of disallowance. It shall be the duty of the Board of Directors to enforce payment of each such payment disallowed. In lieu of payment by the officer, subject to termination by the Board of Directors, proportionate amounts may be withheld from his or her compensation until the amount owed the Corporation has been recovered.

BE IT FURTHER RESOLVED, that Marjorie R. Esman, 701 South Peters Street, Suite 100, New Orleans, LA 70130, serve as agent for service of process for the Corporation.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that board meeting will occur on the third Tuesday of the month except for the Month of February when board meetings will be the fourth Tuesday of the month.

There being no further business, the meeting was adjourned.

WAIVER OF NOTICE OF FIRST MEETING OF THE  
BOARD OF DIRECTORS OF GUMBO LABS, INC.

We, the undersigned, being all of the directors of GUMBO LABS, INC. DO HEREBY WAIVE NOTICE of the time, place and purpose of the first meeting of the Board of Directors of said corporation. We designate the registered office of the corporation as the place of said meeting, the purpose therein being to adopt by-laws, elect officers, and complete the organization of said corporation and to transact such other business as may properly come before the said meeting.

DATED: January 19, 2010

\_\_\_\_\_  
Simon Dorfman

\_\_\_\_\_  
Fran Ledger

\_\_\_\_\_  
Hunter King

CERTIFICATE

The undersigned, Secretary to the corporation, certifies that the above and foregoing are the true and correct minutes of the meeting of the Directors held on January 19, 2010, at which all directors, having waived notice, consented to the action taken therein.

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Fran Ledger  
Secretary