

**RESOLUTION  
OF  
TOTAL COMMUNICATOR SOLUTIONS, INC.**

RESOLVED BY THE SHAREHOLDERS and DIRECTORS of TOTAL COMMUNICATOR SOLUTIONS, INC., a Delaware Corporation as follows:

1. **Resolved** that on or around March 9, 2012, (the time of formation of Total Communicator Solutions, Inc. (“TCS”)), a Resolution was adopted by the Shareholders and Board of Directors that the company would issue uncertificated shares in accordance with 8 Delaware Code § 158 which states in relevant part:

***8 DE Code § 158. Stock certificates; uncertificated shares.***

*The shares of a corporation shall be represented by certificates, provided that the board of directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. ... A corporation shall not have power to issue a certificate in bearer form.8 Del. C. 1953, § 158; 56 Del. Laws, c. 50; 56 Del. Laws, c. 186, § 8; 58 Del. Laws, c. 235, § 2; 64 Del. Laws, c. 112, § 13; 71 Del. Laws, c. 339, § 19; 73 Del. Laws, c. 298, § 3; 75 Del. Laws, c. 30, § 2; 80 Del. Laws, c. 265, § 6;*

2. **Resolved** that three (3) classes of TCS shares have been issued as uncertificated shares, in accordance with 8 Delaware Code § 158. Such classes of uncertified shares include 1) Common, 2) Preferred AA, and 3) Series B.
3. **Resolved** that TCS has maintained a complete and accurate stock ledger of all uncertificated shares as required by 8 Delaware Code § 158 since the formation of the corporation. A copy of such stock ledger is attached hereto as **Exhibit A**.
4. **Resolved** that copies of the Subscription Agreements, Stock Purchase Agreements, or other investor related agreements regarding the sale of securities of TCS have been inadvertently lost, misplaced, disposed of, erased, or otherwise rendered “unavailable”. The undersigned Director/Secretary hereby affirms that a diligent search for such records has been conducted to no avail.
5. **Resolved** that in light of the “unavailable” Subscription Agreements, Stock Purchase Agreements, or other investor related agreements, the Shareholders and Board of Directors hereby assert that it is their understanding that Delaware law generally sets forth the following position regarding such documentary evidence.
  - Delaware corporate law does not require a corporation to use a subscription agreement to issue stock, but these agreements are a common and recommended practice to ensure clarity and legally document the transaction. The key legal requirements under the Delaware General

Corporation Law (DGCL) are that the board of directors must authorize the stock issuance, and the stock must be validly issued and fully paid for at or above its par value.

#### **Why subscription agreements are used**

- **Clarifies terms:** A subscription agreement provides a clear, written contract detailing the specific terms of the stock issuance, such as the number of shares, price, and payment terms.
- **Protects both parties:** It protects the interests of both the company and the investor by outlining each party's rights and obligations.
- **Ensures legal compliance:** While not a statutory mandate, using a subscription agreement helps ensure that the stock issuance is compliant with the legal formalities required by the DGCL, making it "duly and validly issued, fully paid and nonassessable".

#### **Key legal requirements under Delaware law**

- **Board authorization:** The Board of Directors must approve and authorize the issuance of stock.
  - **Certificate of incorporation:** The certificate of incorporation must specify the number of authorized shares the company can issue.
  - **Issuance formalities:** The stock must be issued for valid consideration and must be "fully paid," meaning the subscriber has paid the required amount.
  - **Consideration:** The consideration must be at least the par value of the stock, and it can be in the form of cash, property, or services.
6. **Resolved** that upon completion of diligent research and investigation, the Shareholders and Board of Directors hereby confirm that the aforementioned requirements under Delaware law regarding the issuance of stock were satisfied by TCS; and that to the best of their knowledge and belief, such factors being met would satisfy the evidentiary requirements that may otherwise be established by the production of Subscription Agreements, Stock Purchase Agreements, or other investor related agreements,
  7. **Resolved** that TCS does hereby affirm and ratify the aforementioned statements and does hereby extend such ratification retroactively to the formation date of the company, such being March 9, 2012.

This resolution was adopted by the Shareholders and Directors of the Corporation at a special meeting of the Corporation held on the 25th day of November, 2025.




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B. Erik Bjontegard  
Chairman of the Board/Shareholder

### **CERTIFICATE OF SECRETARY**

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary of Total Communicator Solutions, Inc., a Delaware corporation and that the foregoing is a true and correct record of a resolution(s) duly adopted by the Board of Directors of the Corporation on the 25th day of November, 2025.

IN WITNESS WHEREOF, I have executed my name as Secretary on the 11th day of November, 2025.



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B. Erik Bjontegard  
Secretary

*NOTE: In a Delaware corporation, one person can hold the offices of President and Secretary simultaneously, which is common in small companies. Delaware law allows the same person to hold multiple officer positions, and Delaware's Business Corporation Law does not require these roles to be filled by different individuals.*