

**MINUTES OF
THE ORGANIZATIONAL MEETING OF
MONTANA REINSURANCE ASSOCIATION.**

The organizational meeting of the Montana Reinsurance Association (“Corporation”), a Montana Corporation, was held on the 30 day of August, 2019 at 1 p.m.

The following were present:

1. Michael Batista
2. Richard Miltenberger
3. Cody Langbehn
4. Richard Daniels
5. Monica Berner

Michael Batista was named chairman of the meeting.

Cody Langbehn was named secretary of the meeting.

The Directors of the Board waived notice of this organizational meeting.

The secretary then presented the Articles of Incorporation and reported that the original thereof was filed in the office of the Secretary of State of Montana. A copy of the filed Articles of Incorporation will be placed in the corporate book.

The chairman of the meeting then called for the election of officers of the Corporation. The following persons were nominated and elected to the office preceding their name:

Chair— Cody Langbehn
Secretary/Treasurer – Richard Miltenberger

The Board then

RESOLVED, that the Chair or the Secretary/Treasurer, until such time as a management agreement is adopted and approved, shall have the duties as follows:

1. Carry out bookkeeping and accounting; purchase inventory, supplies, and equipment; maintain any equipment; and hire, train, supervise, and discharge of any employees and contractors;
2. Hire, compute and pay wages and benefits due to employees and contractors, and prepare all forms, federal, state, or municipal, relating to the employment of the employees or contracting with contractors;

3. Ensure that all insurance policies necessary for the proper maintenance and preservation of the business, including Directors and Officers coverage, are in place and the premiums are paid.

The secretary suggested that no corporate seal be used. The Board then

RESOLVED, that the Corporate record book is adopted as the record book of the Corporation, and further

RESOLVED, that the Corporation shall not use a seal.

The Board then

RESOLVED, that the Secretary/Treasurer of the Corporation is authorized to pay all charges and expenses incident to or arising out of the organization of the Corporation and to reimburse any person who has made any disbursement therefor.

The secretary then suggested that a depository for the funds of the Corporation be designated. The Board then

RESOLVED, that the Chair and/or the Secretary/Treasurer is authorized and directed to open bank accounts on behalf of the Corporation with Valley Bank, and a resolution for that purpose authorizing Cody Langbehn and Richard Miltenberger to sign and endorse all checks and withdraw or deposit funds was adopted and ordered appended to the minutes of this meeting.

RESOLVED, to change the corporate office of the Corporation to 828 Great Northern Blvd, Suite 101, Helena, MT 59601.

RESOLVED, that the Corporation proceed to carry on the business for which it was incorporated, and further

RESOLVED, that the business actions taken and activities entered into by the Directors of the Board and the incorporators on behalf of the Corporation from the date of incorporation to the date of this meeting are hereby ratified, and further

RESOLVED, that the signing of these minutes shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

There being no further business before the meeting, it was adjourned by the Board.

Dated: this ____ day of _____, 2019.

Michael Batista, Director

Cody Langbehn, Director

Richard Miltenberger, Director

Richard Daniels, Director

Monica Berner, Director

A true copy of each of the following papers referred to in the foregoing minutes is appended hereto:
Banking Resolution