



## **Transcontinental Humanitarian Corp. Board Meeting**

**Board of Directors Minutes (Phone/Skype)  
December 21, 2009 start at 6:00 pm**

The board of directors of Transcontinental Humanitarian Corp. held its first meeting on December 21, 2009. The following directors were in attendance at the meeting and constituted a quorum of the full board:

Kyle Ford, Joe DeLuca, Andy Pogany, Omid Christopher Sorbi, Cynthia Quispe

On motion and by unanimous vote, Mr. Sorbi was elected chairman of the board and then presided over the meeting.

Ms. Quispe was elected secretary of the meeting.

Mr. Sorbi announced that the meeting was held in pursuant to the waiver of notice and consent to holding of the meeting given by each of the directors.

### **ARTICLES OF INCORPORATION**

Mr. Sorbi announced that the Articles of Incorporation of the corporation had been filed with the Secretary of State's office of the state of Montana on the date of December 3, 2009. Mr. Sorbi then presented to the meeting a copy of the articles showing such filing and the secretary was instructed to insert this copy in the corporation's minute book.

### **BYLAWS**

A proposed set of bylaws of the corporation was then presented to the meeting for adoption. The bylaws were considered and discussed and, upon motion duly made and seconded, it was unanimously RESOLVED, that the bylaws presented to this meeting be and hereby are adopted as the bylaws of this corporation; RESOLVED FURTHER, that the secretary of this corporation be and hereby is directed to execute a Certificate of

Adoption of the Bylaws, to insert the Bylaws as so certified in the corporation's minute book and to see that a copy of the Bylaws, similarly certified, is kept at the corporation's principal executive office or website, as required by law.

**CONFLICT OF INTEREST POLICY AND AGREEMENT**

A proposed conflict of interest policy for the corporation was then presented to the meeting for adoption. The conflict of interest policy were considered and discussed and, upon motion duly made and seconded, it was unanimously RESOLVED, that the conflict of interest policy presented to this meeting be and hereby are adopted as the conflict of interest policy of this corporation; RESOLVED FURTHER, that this documents shall be reviewed and revised as needed periodically.

**ELECTION OF OFFICERS**

Mr. Sorbi then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the following offices, at the annual salaries, if any as determined at the meeting, shown to the right of their names:

|                         |                    |
|-------------------------|--------------------|
| <b>President:</b>       | Mr. Kyle Ford      |
| <b>Vice President:</b>  | Mr. Joe DeLuca     |
| <b>Secretary:</b>       | Ms. Cynthia Quispe |
| <b>Treasurer, CFO:</b>  | Mr. Andrew Pogany  |
| <b>Founder and CEO:</b> | Mr. Omid Sorbi     |

Each officer who was present accepted his or her office.

**PRINCIPAL EXECUTIVE OFFICE**

After discussion as to the exact location of the corporation's principal executive office, upon motion duly made and seconded, it was RESOLVED, that the principal office of this corporation shall be located at:

840 Breckenridge St.  
Helena, MT 59601

The mailing address of the corporation shall be located at:

P O BOX 7603  
Helena, MT 59604

### **ACCOUNTING PERIOD**

Mr. Sorbi informed the board that the next order of business was the selection of the accounting period of the corporation. After discussion and upon motion duly made and seconded, it was RESOLVED, that the accounting period of this corporation shall end on December 31 of each year.

### **CORPORATE SEAL**

The secretary presented to the meeting for adoption a proposed form of seal of the corporation. Upon motion duly made and seconded, it was RESOLVED, that the form of the corporate seal presented to this meeting be and hereby is adopted as the corporate seal of this corporation, and the secretary of this corporation is directed to place an impression thereof in the space directly next to this resolution.

### **PAYMENT AND DEDUCTION OF ORGANIZATIONAL EXPENSES**

The board next considered the question of paying the expenses incurred in the formation of this corporation. A motion was made, seconded and unanimously approved, and it was RESOLVED, that the CEO and the Treasurer of this corporation are authorized and empowered to pay all reasonable and proper expenses incurred in connection with the organization of the corporation, including, among others, filing, licensing, and attorney's and accountant's fees, and to reimburse any persons making any such disbursements for the corporation, and it was FURTHER RESOLVED, that the Treasurer is authorized to elect to deduct on the first federal income tax return of the corporation the foregoing expenditures ratably over a sixty-month period starting in the month the corporation begins its business, pursuant to, and to the extent permitted by, Section 248 of the Internal Revenue Code of 1986, as amended.

### **REGISTERED AGENTS**

After discussion and upon motion duly made and seconded, it was RESOLVED, that Mr. Pogany and Mr. Sorbi shall be the registered agents of this corporation.

### **FEDERAL AND STATE TAX-EXEMPTION APPLICATION AND IEN**

The board next considered the feasibility of applying for tax exemption ruling from the IRS and the State of Montana. A motion was made, seconded and unanimously approved, and it was RESOLVED, that the CEO and the Treasurer of this corporation shall pursue and do what is necessary to file and apply for the above status. They shall inform the board of the progress in writing.

Since there was no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned.

Submitted By:

Cynthia Quispe, Secretary