

**ACTION WITHOUT MEETING OF
BOARD OF DIRECTORS OF**

RESILIENT NAVIGATION AND TIMING FOUNDATION

The undersigned, being the sole initial Director of Resilient Navigation and Timing Foundation (the "Foundation") named in the Articles of Incorporation of the Foundation, acting pursuant to the authority of Section 13.1-865 of the Code of Virginia and for the purpose of organizing the Foundation, does hereby adopt the following resolutions by signing my written consent hereunder:

ARTICLES OF INCORPORATION

RESOLVED, that the Articles of Incorporation, which were filed with and approved by the State Corporation Commission of Virginia are adopted and approved in all respects as the Articles of Incorporation of the Foundation and together with the Certificate of Incorporation shall be placed in the minute book of the Foundation as the first document.

ADOPTION OF BYLAWS

RESOLVED, that the Bylaws of the Foundation which appear in the minute book immediately following the Articles of Incorporation are adopted and approved. The Secretary is directed to certify the adoption of the Bylaws by signing them on the last page.

ELECTION OF OFFICERS

RESOLVED, that the following persons are elected as the officers of the Foundation to serve until the first annual meeting of the Board of Directors and until their successors are elected and qualified:

<u>Name</u>	<u>Office</u>
Dana Goward	President
Martin Faga	Vice President
Dana Goward	Treasurer
Larry Kiern	Secretary

AUTHORITY OF OFFICERS

RESOLVED, that the duties of the officers of the Foundation shall be as stated in the Bylaws of the Foundation.

CORPORATE SEAL

RESOLVED, that the corporate seal, having the name of the Foundation, "VA" and the words "corporate seal" in the center is approved and adopted as the seal of the Foundation.

BANKING DEPOSITORY

RESOLVED, that the President of the Foundation is hereby authorized and directed to designate as depositories of the funds of the Foundation one or more banks or brokerage firms and to designate representatives of the Foundation to deposit funds with any such bank or brokerage firm in the name of the Foundation and to sign and endorse all checks, drafts, notes or other obligations for the Foundation; and

RESOLVED FURTHER, that the Secretary of the Foundation is hereby authorized to certify to any such bank or brokerage firm, as having been adopted by the Board of Directors, forms of resolutions approved by the President of the Foundation as being substantially consistent with this resolution, such approval to be conclusively presumed from the signature of the Secretary on a copy of any such resolution indicating such certification; and

RESOLVED FURTHER, that this resolution shall be in effect and binding upon the Foundation until it shall have been rescinded or modified.

TAX EXEMPT STATUS

RESOLVED, that the proper officers of the Foundation, acting for the Foundation, are authorized to take any and all actions deemed necessary and advisable to apply for recognition of exemption from tax of the Foundation under Section 501(c)(3) of the Internal Revenue Code.

BOARD OF DIRECTORS

RESOLVED, that the number of persons constituting the Board of Directors of the Foundation shall be three (3) and that the person listed in the Articles of Incorporation shall continue in office until the annual meeting in the year listed beside his name below and until his successor is elected and qualified.

RESOLVED FURTHER, that Martin Faga and Larry Kiern are elected as additional Directors to serve until the annual meeting in the year listed beside their names below and until their successors are elected and qualified.

Name	Year Initial Term Ends
Dana Goward	2015
Martin Faga	2014
Larry Kiern	2015

ACTS OF OFFICERS, DIRECTORS AND AGENTS OF THE FOUNDATION

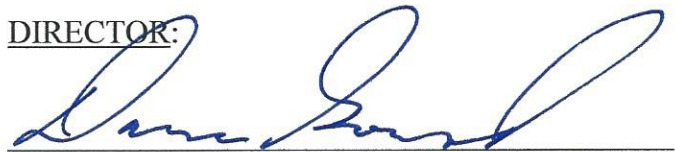
RESOLVED, that all actions of the directors, officers and agents of the Foundation undertaken in connection with the organization of the Foundation, including incurring necessary expenses, are ratified, confirmed and approved in every respect.

CONFLICT OF INTEREST POLICY

RESOLVED, that the attached conflict of interest policy is hereby approved and adopted by the Board of Directors as a clarification of the conflict of interest provision in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the sole initial Director of the Foundation, hereby indicates his consent in writing to the foregoing actions, and certify that such actions were taken unanimously, without a meeting, effective as of the 20th day of August, 2013.

DIRECTOR:

A handwritten signature in blue ink, appearing to read "Dana Goward", written over a horizontal line.

Dana Goward

RESILIENT NAVIGATION AND TIMING FOUNDATION

Conflict of Interest Policy

Article I - Purpose

The purpose of the conflict of interest policy is to protect the interest of Resilient Navigation and Timing Foundation (the "Organization") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II - Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III - Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict

of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V - Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.