

**ACTION BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
PEOPLEVINE, INC.**

The undersigned, being all of the members of the Board of Directors (the “**Board**”) of PeopleVine, Inc., a Delaware corporation (the “**Company**”), pursuant to Section 141(f) of the Delaware General Corporation Law, hereby adopt the following resolutions by unanimous written consent in lieu of an organizational meeting (this “**Consent**”), which resolutions shall be deemed adopted when all of the members of the Board have signed this Consent.

1. Ratification of Actions of Incorporator

RESOLVED, that all acts performed and contracts or agreements entered into and all actions of any nature that have been taken or authorized with respect to the Company by the Company’s incorporator (including, without limitation, the preparation, execution and arranging for the filing of the Company’s Certificate of Incorporation attached hereto as Exhibit A (the “**Certificate**”), the appointment of the Company’s initial directors and adoption of the Company’s bylaws) are approved, ratified and adopted as the Company’s actions, and the Company hereby assumes all liability thereunder as though such acts or contracts had been performed or entered into initially by the Company.

2. Adoption of Bylaws; Board Size

RESOLVED, that the bylaws, previously approved by the incorporator and attached hereto as Exhibit B (the “**Bylaws**”) are hereby ratified, approved and adopted as the Bylaws of and for the Company.

RESOLVED FURTHER, that the Secretary of the Company is hereby authorized and directed to execute a Certificate of Adoption of the Bylaws, to insert the Bylaws as so certified in the Company’s Minute Book and to see that a copy of the Bylaws, similarly certified, is kept at the Company’s principal office, as required by law.

RESOLVED FURTHER, that pursuant to Section 3.2 of the Bylaws of the Company, the Board shall consist of three directors.

3. Election of Directors

RESOLVED, that the following persons are hereby elected as directors of the Company, to serve until their successors are duly elected and qualified:

Jordan Gilman
Paul Sorkin (Appointed by ACG per Bylaws)

4. Appointment of Officers

RESOLVED, that the following persons are hereby appointed as the Company's officers to the offices set forth opposite their respective names, each to serve until his or her death, resignation or removal from office, or until his or her respective successor is duly appointed and qualified:

President	Jordan Gilman
Secretary	Jordan Gilman
Chief Executive Officer	Jordan Gilman
Treasurer	Jordan Gilman

5. Authority of Officers to Enter Into Contracts

RESOLVED, that all executive officers of the Company, other than the Secretary or any Assistant Secretary, are hereby authorized to sign and deliver any agreement in the Company's name and to otherwise obligate the Company in any respect relating to matters of the Company's business, and to delegate such authority in their discretion, subject to any budgets or limits as may be approved by the Board.

6. Common Stock Issuances

RESOLVED, that the Board hereby determines, after consideration of all relevant factors, that the fair market value per share of the Common Stock as of the date hereof is equal to \$0.0001.

RESOLVED FURTHER, that the Company's officers be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to sell and issue to the following purchasers the number of shares of Common Stock set forth opposite such purchaser's name, at the price of \$0.0001 per share, payable by any of the following means (or any combination thereof): (a) cash or check, (b) cancellation of indebtedness, (c) assignment of technology or other rights, or (d) contribution of assets.

<u>Name of Purchaser</u>	<u>Number of Shares</u>	<u>Total Purchase Price</u>	<u>Shares Subject to Vesting</u>
Alliance Creative Group, Inc.	2,790,000	\$279.00	0
Jordan Gilman	5,760,000	\$576.00	0
Christopher Lindsey	450,000	\$45.00	0
<i>Equity Incentive Plan (Not Yet Issued)</i>	1,000,000	TBD	TBD

RESOLVED FURTHER, that the shares of Common Stock authorized to be sold and issued by the Company individually to each purchaser named above whose shares are subject to vesting shall be offered and sold under the terms of a Founder's Stock Purchase Agreement, including an Intellectual Property Assignment Agreement, entered into by the Company and such purchaser, in substantially the same form as those attached hereto as Exhibit C, with such changes therein or additions thereto as the officer executing the same on behalf of the Company shall approve with the advice of legal counsel, the execution and delivery of such agreements by such officer to be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

RESOLVED FURTHER, that the Company's officers be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to enter into the applicable form of stock purchase agreement with each purchaser and to take such further action and execute such documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions, including, but not limited to, filings in accordance with all applicable state and federal securities laws.

RESOLVED FURTHER, that upon receipt of the consideration set forth in the applicable stock purchase agreement, the shares of Common Stock issued to a purchaser pursuant to such stock purchase agreement shall be deemed validly issued, fully paid and nonassessable.

7. **Adoption of 2016 Equity Incentive Plan and Agreement**

RESOLVED, that the Board hereby adopts the 2016 Equity Incentive Plan (the "**Plan**"), in the form attached hereto as Exhibit D, for the purpose of enabling certain employees, directors, officers, agents, consultants, advisors and independent contractors of the Company to acquire shares of the Company's Common Stock.

RESOLVED FURTHER, that, pursuant to the Plan, the Board hereby sets aside and reserves 1,000,000 shares of the Company's Common Stock, presently authorized but unissued or now held or subsequently acquired by the Company as treasury shares, for issuance pursuant to awards granted under the Plan.

RESOLVED FURTHER, that the Board hereby directs that the Plan be submitted to the stockholders of the Company for their approval prior to the expiration of twelve months from the date hereof.

RESOLVED FURTHER, that the effective date of the Plan is the date of its adoption by the Board.

RESOLVED FURTHER, that if the officers deem it necessary or advisable that the Company qualify the Plan, or file the Plan or notices with respect to the grant of options, stock or other awards under the Plan, and issuances of stock pursuant to exercise of such options or awards, with the Securities and Exchange Commission and under the applicable blue sky laws or securities acts of any jurisdiction, the Board authorizes the officers of the Company, or any one of them, to perform on behalf of the Company any and all such acts as any one or more of such officers may deem necessary or advisable in order to comply with such laws of any such jurisdiction, and in connection therewith, to execute and file all requisite papers and instruments and to make any and all payments of filing, registration or other fees, costs and expenses, and to take any and all further action in connection with the foregoing which any one or more of them shall deem necessary or advisable and the execution by any of the officers of the Company of any such papers and instruments or the performance by any one or more of them of any act in connection with the foregoing shall conclusively establish his or her authority therefor from the Board and the approval and ratification by the Board of the papers and instruments so executed and the actions so taken, and that any such action taken prior to this date is hereby ratified.

8. Form of Indemnification Agreement

RESOLVED, that in furtherance of the indemnification of directors and officers contemplated by the Certificate and the Bylaws, the Board deems it to be in the best interests of the Company and its stockholders for the Company to enter into indemnification agreements with its directors and with such officers, employees and agents, as determined by the Board, in substantially the same form as those attached hereto as Exhibit E.

RESOLVED FURTHER, that the Company's officers are hereby authorized to execute and deliver an indemnification agreement on behalf of the Company, in substantially the form as that attached hereto as Exhibit E, with each current and future director of the Company and with current and future officers, employees and agents of the Company as determined by the Board.

9. Proprietary Information and Inventions Agreements

RESOLVED, that the officers of the Company are authorized to enter into a Proprietary Information and Inventions Agreement on behalf of the Company, in substantially the same form as that attached hereto as Exhibit F, with each of the Company's employees and consultants.

10. Management of Fiscal Affairs

RESOLVED, that all executive officers of the Company, other than the Secretary or any Assistant Secretary, shall be, and each of them hereby is, authorized:

- (a) to designate one or more banks or similar financial institutions as depositories of the funds of the Company;
- (b) to open, maintain and close general and special accounts with any such depositories;
- (c) to cause to be deposited, from time to time in such accounts with any such depository, such funds of the Company as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers or agent or agents of the Company authorized to make such deposits and to endorse checks, drafts and other instruments for deposit;
- (d) to designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Company authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Company against any funds deposited in any of such accounts;
- (e) to authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures;
- (f) to enter into credit card agreements for the Company;
- (g) to borrow funds from time to time on the Company's behalf; and

- (h) to make such general and special rules and regulations with respect to such accounts as they may deem necessary and advisable and to complete, execute and certify any customary printed blank signature card forms in order to exercise conveniently the authority granted by this resolution, and any resolutions printed on such cards are deemed adopted as a part of this resolution.

RESOLVED FURTHER, that all form resolutions required by any such depository shall be, and they hereby are, adopted in the form utilized by such depository, and that the Secretary shall be, and hereby is, authorized to certify such resolutions as having been adopted by this Board on the date hereof and that the Secretary shall be, and hereby is, directed to insert a copy of any such form resolutions in the Company's minute book.

RESOLVED FURTHER, that any such depository to which a certified copy of such resolutions has been delivered by the Secretary of the Company shall be, and it hereby is, authorized and entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions adopted by the Board.

11. Fiscal Year

RESOLVED, that the Company's fiscal year shall end on December 31st of each year.

12. Principal Office

RESOLVED, that the Company's principal executive office shall initially be located at 222 Merchandise Mart Plaza, Suite 1212, Chicago, Illinois 60654.

13. Qualification to Do Business

RESOLVED, that for the purpose of authorizing the Company to do business in any state, territory or dependency of the United States or in any foreign country in which it is necessary or expedient for the Company to transact business, the Company's officers are hereby authorized to appoint and substitute all necessary agents and attorneys for service of process; to designate and change the location of all necessary statutory offices; to select and designate any alternative corporate names in the event the Company's true corporate name is unavailable or inappropriate for use in any such foreign jurisdiction; under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country, to authorize the Company to transact business therein; and whenever it is expedient for the Company to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process and to file such certificates, reports, revocation of appointment or surrender of authority as may be necessary to terminate the authority of the Company to do business in any such state, territory, dependency or country.

14. Incorporation Expenses

RESOLVED, that the Company's officers are hereby authorized and directed to pay and reimburse the expenses incurred by the Company's founders in connection with the incorporation and organization of the Company.

15. Withholding Taxes

RESOLVED, that all executive officers of the Company, other than the Secretary or any Assistant Secretary, are hereby authorized and directed to consult with the Company's bookkeeper, auditors and attorneys in order to be fully informed as to, and to collect and pay promptly when due, all withholding taxes that this Company may now be (or hereinafter become) liable for.

16. Government Filings

RESOLVED, that the officers of the Company, and each of them with full authority to act without the others, are authorized to execute and file, or cause to be filed, with the Secretary of State of the State of Delaware or with any other applicable office or agency of the State of Delaware or of any county or other governmental entity thereof, such documents as such officers, or any of them, may deem necessary or appropriate in connection with the organization of the Company or the initial operation of its business.

17. Omnibus Resolutions

RESOLVED, that the Company's officers are authorized and empowered, in the name and on behalf of the Company, to execute, certify, file and record such additional agreements, documents and instruments as may be or become reasonably necessary or convenient to carry out and put into effect the purposes of the foregoing resolutions.

RESOLVED FURTHER, that any and all actions heretofore taken by the Company's officers in the name and on behalf of the Company in furtherance of the preceding resolutions are ratified, approved and adopted.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK. SIGNATURE PAGE TO FOLLOW.]

IN WITNESS WHEREOF, this Action by Unanimous Written Consent has been executed by the undersigned of as of the dates set forth below and shall be effective as of the date when all of the members of the Board have signed this Consent. This Consent may be signed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

DocuSigned by:
Jordan Gilman
By: _____
E18B3D4467D5476
Name: Jordan Gilman

DocuSigned by:
Paul Sorkin
By: _____
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Name: Paul Sorkin

9/21/2016

**[SIGNATURE PAGE TO ACTION BY UNANIMOUS WRITTEN CONSENT IN LIEU OF
THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS]**