INFORMATION TRUST EXCHANGE GOVERNING ASSOCIATION

INCORPORATOR'S ACTION BY WRITTEN CONSENT IN LIEU OF ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

WHEREAS the undersigned is the Sole Incorporator of the Information Trust Exchange Governing Association (hereinafter, "ITEGA"), incorporated under the California Nonprofit Public Benefit Corporation Law.

Now it is hereby resolved by written consent:

RESOLVED, that the Articles of Incorporation of ITEGA dated as of the 30th day of January, 2017, and filed and accepted by the California Secretary of State be and hereby are in all respects approved.

RESOLVED, that all actions of every nature taken or authorized by the Incorporator with respect to the ITEGA or the operation of the ITEGA be and hereby are in all respects approved, ratified and confirmed; and further

RESOLVED, that the ITEGA, to the fullest extent permitted by applicable law, will indemnify, defend and hold harmless the Incorporator from and against and in respect of any losses, claims, damages, expenses and liabilities arising out of or in connection with his actions as an authorized person of the ITEGA ("Indemnified Losses"), except to the extent that it is finally judicially determined that such Indemnified Losses arose out of or were related to actions or omissions of the incorporator constituting bad faith, fraud or willful misconduct; and further

RESOLVED, that the By-Laws in the form adopted by the Incorporator of the ITEGA and attached hereto as Exhibit A be and they are in all respects approved and adopted as and for the By-Laws of the ITEGA; and further

RESOLVED that the following individuals be and hereby are appointed as founding Directors of the ITEGA to serve until the Annual Meeting of 2019, or until reappointed to a new term:

Scott O. Bradner
William E. Buzenberg
Jo Ellen Green Kaiser
Linda K. Miller
John G. Taysom

RESOLVED, that the following individuals (the "Authorized Officers") be and they hereby are elected to the offices set forth opposite their respective names to hold office as provided in the By-Laws of the ITEGA and until respective successors shall be elected and qualified:

Jo Ellen Green Kaiser	Chairman of the Board
William P. Densmore Jr.	Chief Executive Officer
William P. Densmore Jr.	Executive Director
William P. Densmore Jr.	Secretary & Treasurer

RESOLVED, that the Authorized Officers, each acting alone, be, and they hereby are authorized and directed to procure all corporate books, books of account required by the statutes of the State of California or necessary or appropriate in connection with the business of the ITEGA; and further

RESOLVED, that the Authorized Officers, each acting alone, be, and they hereby are authorized to pay all charges and expenses incident to or arising out of the organization of the ITEGA and to reimburse any person who has made any disbursements therefore; and further

RESOLVED, that the corporate books of the ITEGA shall be kept at its offices at 75 Water Street, Williamstown, Massachusetts, and the President and/or Secretary are authorized to register the ITEGA in any foreign jurisdiction and make all necessary filings deemed required or helpful for the ITEGA to do business; and further

RESOLVED, that any one of the Chairman of the Board, President, Chief Executive Officer, Treasurer, Chief Financial Officer, Secretary or any Vice President from time to time appointed, is authorized hereby to execute and deliver on behalf of the ITEGA any agreement between the ITEGA and a financial institution (a "Financial Institution"), and to take such other actions as he or she may deem necessary or advisable in order to carry out the activities related to any such agreements, including without limitation the execution of such other agreements, instruments and documents as may be ancillary thereto; and further

RESOLVED, that any one of the Chairman of the Board, President, Chief Executive Officer, Treasurer, Chief Financial Officer, Secretary or any Vice President is hereby authorized to do the following, as he or she may deem necessary or advisable, in the name, and in the ordinary course of business, of the ITEGA:

(a) designate Financial Institutions as depositories for the funds of the ITEGA (a "Depository"),

(b) open, keep and close general and special bank accounts and safe deposit boxes with any such Depository,

(c) cause funds of the ITEGA to be deposited in such accounts, and/or other assets of the ITEGA to be deposited in such safe deposit boxes,

(d) make general and special rules and regulations with respect to the foregoing (including, without limitation, authorization for use of facsimile signatures),

(e) do any of the following, and/or appoint officers, employees and/or agents of the ITEGA who shall be authorized thereby to do any of the following, in the name, and in the ordinary course of business, of the ITEGA:

(i) sign or countersign (either manually or by affixing a facsimile signature) checks, drafts and/or other orders for the payment of money issued in the name of the ITEGA against any Depository account,

(ii) issue electronic, oral, telephonic and/or written instructions for the transfer of funds or assets to or from any such account or safe deposit box, by electronic or other means, including without limitation automated clearinghouse systems and wire transfers,

(iii) issue letters of credit, acceptances, bills of lading and/or other similar instruments, and receive and execute trust receipts therefore, and

(iv) take such other actions as he or she may deem necessary or advisable in order to carry out the activities permitted under this paragraph (e);

(f) open, keep and close brokerage or other investment accounts, and/or accounts with respect to derivatives, including cash, margin, futures and such other miscellaneous accounts, with one or more Financial Institutions as he or she may deem necessary or advisable for the purpose of purchasing, selling, hedging and generally dealing in any and all forms of debt and equity securities and/or derivatives thereof other than those issued by the ITEGA or strategic investments of the ITEGA (collectively, "Securities") and to do any of the following, and/or to appoint officers, employees and/or agents of the ITEGA, who shall be authorized thereby to do any of the following, in the name, and in the ordinary course of business, of the ITEGA:

(i) issue electronic, oral, telephonic and/or written instructions to purchase and/or sell such Securities,

(ii) execute and deliver orders, applications and/or agreements in connection with such accounts and/or any Securities, and

(iii) take such other actions as he or she may deem necessary or advisable to carry out the activities permitted under paragraphs (a) through (f).

RESOLVED, that, if any such Financial Institution requires a prescribed form of preambles or resolutions relating to such accounts and/or safe deposit boxes or to any application, agreement, statement, instrument or other document connected therewith, such preambles and resolutions are hereby adopted, and the Secretary or any Assistant Secretary of the ITEGA is authorized hereby to certify the adoption of such preambles and resolutions, as though the same were presented to and approved by the Directors of the ITEGA by this Action by Unanimous Written Consent, and to insert such preambles and resolutions in the Minute Book of the ITEGA immediately following this Action by Unanimous Written Consent; and further

RESOLVED, that the Authorized Officers, each acting alone, be, and they hereby are, authorized to execute, acknowledge, seal, file, deliver or certify as may be appropriate from time to time, any return, affidavit or other document required or provided for under the tax, unemployment compensation or other laws of any state, any application or registration for licenses or registrations of motor vehicles, any application, affidavits or other papers provided for by the workers' compensation laws of any state, and any returns, reports or other documents required or provided for by or under tax, Social Security or other laws of the United States, and the said officers, or any one or more of them, are hereby authorized to make any payments, deposits, guarantees or bonds and to take any and all steps necessary or proper to comply with the laws referred to herein; and further

RESOLVED, that the Authorized Officers, each acting alone, be, and they hereby are, authorized and directed to prepare and file or cause to be prepared and filed on behalf of the ITEGA appropriate applications or requests seeking recognition of the ITEGA as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 and therefore exempt from Federal income taxation, and to take such actions and to execute and deliver such documents as such officers may deem necessary or appropriate in connection with such applications or requests; and further

RESOLVED, that the Authorized Officers, each acting alone, be, and they hereby are, authorized to do any and all acts or things, and to execute, acknowledge, file and deliver as may be appropriate, any and all instruments, documents or other papers necessary or appropriate to carry out the matters provided for in this Consent and to complete the organization of the ITEGA and the commencement of the ITEGA's business, including, without limitation, entering into employment arrangements, leasing or purchasing office space, office furniture and office equipment, arranging for delivery of supplies and services from vendors, and establishing credit card and other accounts in the name of the ITEGA; and further

RESOLVED, that the Authorized Officers, each acting alone, be, and they hereby are, authorized and directed to take all actions such officers may deem necessary or appropriate to secure for the ITEGA permitted exemptions from applicable state taxes; and further

RESOLVED, that the fiscal year of the ITEGA shall be the calendar year; and further

RESOLVED, that any and all actions heretofore taken, and any and all things heretofore done, by any officer or director of the ITEGA in connection with, or with respect to, the matters referred to in the foregoing resolutions be, and hereby are, confirmed as authorized and valid acts taken on behalf of the ITEGA.

RESOLVED, that the Secretary of the ITEGA is hereby directed to file a copy of these resolutions with the records of the proceedings of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this unanimous written

consent to be effective as of the __27_ th day of April, 2017.

s/ William P. Densmore Jr.

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Sole Incorporator