

**RESOLUTIONS  
OF  
MEMBERS  
OF  
INTERNATIONAL MAP INDUSTRY ASSOCIATION, INC.**

WHEREAS, International Map Industry Association, Inc., previously known as International Map Trade Association, Inc. prior to June 26, 2017, and International Map Dealers Association, Inc. prior to April 22, 1994 (the “**Corporation**”) was formed by the filing of the Articles of Incorporation, which were accepted by the Florida Department of State on April 13, 1982.

WHEREAS, the Corporation is a membership corporation;

WHEREAS, the Board of Directors of the Corporation (the “**Board**”) has approved the domestication of the Corporation in the State of Maryland (the “**Domestication**”);

WHEREAS, in connection with the Domestication, the Board has adopted and approved a Plan of Domestication (the “**Plan**”), Articles of Domestication (the “**Articles of Domestication**”), Articles of Conversion (the “**Articles of Conversion**”), Articles of Incorporation (the “**Articles of Incorporation**”), and bylaws (the “**Bylaws**”) for the Corporation and has recommended that the members of the of the Corporation (the “**Members**”) approve the Domestication, the Plan, the Articles of Domestication, the Articles of Conversion, the Articles of Incorporation, and the Bylaws;

WHEREAS, copies of the Plan, the Articles of Domestication, the Articles of Conversion, the Articles of Incorporation, and the Bylaws (collectively, the “**Plan Documents**”) were previously distributed to the Members to review;

WHEREAS, the Members desire to approve the Domestication and the Plan Documents;

WHEREAS, the Members desire to ratify the membership on the Board of those individuals whose two-year terms on the Board have not yet expired;

WHEREAS, the Members desire to ratify the officers of the Corporation whose terms have not yet expired; and

WHEREAS, on September 30, 2020, the Corporation, through its email, provided notice to the Members that the Meeting would be held on November 10, 2020 and that each of the items set forth in the recitals above would be addressed at the Meeting.

NOW THEREFORE, BE IT RESOLVED:

RESOLUTION 1: That the Members hereby deem it advisable and in the best interests of the Corporation to domesticate in the State of Maryland, and, accordingly, the Members hereby adopt the Plan Documents.

RESOLUTION 2: That the membership on the Board of the following individuals whose two-year terms on the Board have not yet expired is hereby ratified:

Dave McIlhagga  
Bennett Moe  
Bridger DeVille  
Trent Stromberg  
Mark Cygan

RESOLUTION 3: That Board, the Corporation's directors, and the proper officers of the Corporation, including, but not limited to, Dave McIlhagga as President of the Corporation, each are hereby authorized and directed to take any and all actions in the name and on behalf of the Corporation that are deemed necessary or appropriate, including making such changes to one or more of the Plan Documents as any of them may approve within the intent and purpose of the above resolutions (with the authority to make such changes being conclusively evidenced by the execution of, or approval of, the Plan Documents as changed) and the preparation, revision, execution, delivery and filing of any of the Plan Documents and any and all other documents, instruments and certificates, in connection with or to carry out the intent of the resolutions set forth above, and any and all such actions are hereby approved, ratified and confirmed in all respects.