

**McCusker Holdings Corp**

**BOARD OF DIRECTORS' RESOLUTION REMOVING Willard McCusker of said positions, and reassigning said positions to Frank J Hawley**

Pursuant to a duly made and seconded motion, a majority of the Board of Directors of McCusker Holdings Corp (hereinafter referred to as Corporation) voted to adopt the following resolution:

RESOLVED, the removal of Willard McCusker (hereinafter referred to as Individual) from his offices as President, Corporate Secretary and Chief Executive Officer effective July 1, 2017, of said Corporation is hereby authorized.

FURTHER RESOLVED that Frank J. Hawley is appointed President, Corporate Secretary, and Chief Executive Office of said corporation effective midnight July 1, 2017.

FURTHER RESOLVED, that Willard McCusker (hereinafter referred to as Individual) is appointed to Chief Sales and Marketing Officer effective midnight July 1, 2017, of said Corporation is hereby authorized. Willard McCusker remains as a Board Member of McCusker Holdings Corp with full voting rights.

FURTHER RESOLVED that the Secretary of this Corporation is hereby directed to give notice to said individual of his removal from his positions of President, Corporate Secretary, and Chief Executive, and his reappointed duties as Chief Sales and Marketing Officer . Written notice of the removal of said positions, and reassignment to said position are provide copies of this resolution sent to the above parties by interoffice email at [will@mccuskerco.com](mailto:will@mccuskerco.com), and [frank@mccuskerco.com](mailto:frank@mccuskerco.com).

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The undersigned, Willard McCusker, certifies that he or she is the duly appointed Secretary of McCusker Holdings Corporation and that the above is a true and correct copy of a resolution duly adopted at a meeting of the directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on June 30, 2017, and that such resolution is now in full force and effect.

IN WITNESS THEREOF, I have affixed my name as Secretary of McCusker Holdings Corporation and have attached the seal of McCusker Holdings Corporation to this resolution.

Dated: 06/30/2017



Willard McCusker Secretary

Approved Roxann McCusker-CFO  Date 7-1-2017  
Approved Willard McCusker-CEO  Date 7-1-2017