

MINUTES OF ORGANIZATIONAL MEETING

BOARD OF DIRECTORS OF HUDSON VALLEY TRAVEL BASKETBALL LEAGUE INC.

The organizational meeting of the board of directors named in the certificate of incorporation of Hudson Valley Travel Basketball League Inc., a New York not-for-profit corporation (the "Corporation"), was held via Zoom on May 15, 2026, at 12:30pm New York time, and waived notice of the meeting.

The following directors were present at the meeting: Jonathan A. Lewis, Frank Pirrone, Ingrid O'Sullivan, Gary Abrams, and Alex Cohen.

Jonathan A. Lewis acted as Chairman of the meeting and Ingrid O'Sullivan acted as Secretary of the meeting.

The acting Chairman called the meeting to order. The acting Secretary determined that a quorum was present and stated that the meeting could proceed.

The first order of business before the meeting was to ratify the actions of Jonathan A. Lewis, as incorporator of the Corporation, in organizing the Corporation, including the appointment of the board of directors listed in the certificate of incorporation filed with the New York Department of State on May 14, 2026.

After discussion, upon motion made, seconded, and carried, the directors unanimously:

RESOLVED, that the actions of the incorporator of the Corporation in organizing the Corporation, be, and hereby are, ratified, adopted, and approved;

RESOLVED, that the Certificate of Incorporation of the Corporation filed with the Department of State of the State of New York on May 14, 2026, be, and hereby is, ratified and approved, and a copy shall be filed in the minute book of the Corporation.

The next order of business before the meeting was to adopt initial bylaws. After discussion, upon motion made, seconded, and carried, the directors unanimously:

RESOLVED, that the bylaws, including conflict of interest provisions, be, and hereby are, ratified, adopted, and approved as the bylaws of the Corporation, and a copy thereof shall be filed in the minute book of the Corporation.

The next order of business before the meeting was to affirm the appointment of and set the terms for each of the board members of the Corporation. After discussion, upon motion made, seconded, and carried, the directors unanimously:

RESOLVED, that the following persons be, and each of them hereby is, elected to the board of directors of the Corporation, to hold such office for the following terms until his or her respective successor is duly elected or appointed and qualified or until his or her earlier resignation or removal.

Jonathan A. Lewis, three years
Frank Pirrone, three years
Ingrid O'Sullivan, two years
Gary Abrams, two years
Alex Cohen, one year

The next order of business before the meeting was to elect officers to serve the Corporation. After discussion, upon motion made, seconded, and carried, the directors unanimously:

RESOLVED, that the following persons be, and each of them hereby is, elected to serve in the offices of the Corporation set opposite their respective names, each to hold such offices until his or her respective successor is duly elected and qualified or until his or her earlier resignation or removal:

Jonathan A. Lewis — President
Frank Pirrone — Treasurer
Ingrid O'Sullivan — Secretary
Gary Abrams – Vice President
Alex Cohen – Vice President

The next order of business before the meeting was to maintain one or more bank accounts for the Corporation. After discussion, upon motion made, seconded, and carried, the directors unanimously:

RESOLVED, that the Corporation maintain in its name one or more accounts with one or more financial institutions on such terms and conditions as may be agreed with said financial institutions, that any standard resolutions required by said financial institutions to establish such accounts are hereby adopted as if such resolutions were incorporated herein, and that the Treasurer or President of the Corporation are authorized to execute such resolutions required by said financial institutions for such accounts; and

RESOLVED, that the President or Treasurer of the Corporation be, and hereby are, authorized to write checks and make withdrawals on such accounts on behalf of the Corporation.

The next order of business before the meeting was to set the fiscal year of the Corporation. After discussion, upon motion made, seconded, and carried, the directors unanimously:

RESOLVED, that the fiscal year of the Corporation shall end on December 31st of each year.

The next order of business before the meeting was to obtain tax exemptions for the Corporation. After discussion, upon motion made, seconded, and carried, the directors unanimously:

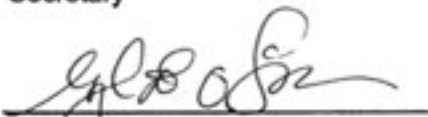
RESOLVED, that the President of the Corporation be, and hereby is, authorized to prepare and file the Form 1023 federal tax exemption application with the Internal Revenue Service and is authorized to file, in the name and on behalf of the Corporation, applications for state and local tax exemptions with the appropriate governmental authorities of New York State, and to pay any associated expenses incurred by or on behalf of the Corporation.

The next order of business before the meeting was to authorize and ratify other actions necessary or proper to carry out the foregoing resolutions. After discussion, upon motion made, seconded, and carried, the directors unanimously:

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to take all such further action, as any such officer may deem necessary, proper, convenient, or desirable in order to carry out each of the foregoing resolutions and fully effectuate the purposes and intents thereof, and that all actions taken by the officers of the Corporation to date, in connection with the foregoing resolutions, or otherwise, are hereby in all respects confirmed, ratified, and approved.

There being no other business to consider, the meeting was adjourned at 1:15pm New York time.

Ingrid O'Sullivan
Secretary



May 15, 2026