



BOARD MINUTES

Monday, November 16, 2020 at
1200 E. Plant Street, Suite 200
Winter Garden, FL 34787

The Board of Directors of the Foundation for a Healthier West Orange (HWO, Inc.), in its capacity as the manager and sole member of Healthy West Orange, LLC, met on Monday, November 16, 2020 at the Healthy West Orange Building. Chair J. Whiddon called the meeting to order at 9:37 a.m. A quorum was established, with the following **Directors Present:** M. Marsh, N. Sutton, J. Whiddon; and **Others Present:** T. Swanson, L. Boettcher, L. Buckley, J. Jonasen, and J. Breth.

No members of the public were in attendance, so invitation for public comment was not necessary.

This being the first meeting of the Board in this capacity, no minutes were approved. However, the Board acknowledged the adoption of Organizational Resolution adopted by the Board on October 2, 2020 and directed that a copy of such resolutions be included in the minutes.

FINANCE REPORT – OCTOBER 2020

K. Harker commented that the financial statement format for the Foundation for fiscal 2020 will reflect a breakout of Healthy West Orange, LLC to be presented regularly to allow the Board, acting in its capacity as the manager, to provide their fiscal oversight of Healthy West Orange, LLC.

K. Harker then referred the Board to financial information previously provided and to the new format for the financial statements for October, noting that each of the four companies (the Foundation and its three subsidiaries) is shown separately, and then the combined numbers are reported. At October 31, Healthy West Orange, LLC held no assets, as formation of bank accounts was still underway, and no net revenues and expenses. K. Harker closed by commenting that he welcomed any suggestions or comments on the financial statement format that may make them more informative or useful to the Board.

Action Taken: Upon a motion made and seconded, the financial report for October 2020 was unanimously approved.

PROPOSED BUDGET 2020-2021

Chair J. Whiddon called upon T. Swanson and K. Harker to comment on the proposed budget for fiscal 2020-2021. T. Swanson and K. Harker then referred the Board to budget information previously discussed, provided comments and information on various line items in the budget, and responded to questions and comments from Board members. Following discussion, Chair J. Whiddon asked for a motion.

Action Taken: Upon a motion duly made and seconded, the 2020-2021 budget for Healthy West Orange, LLC as presented was unanimously approved.

BANK RESOLUTION FOR SIGNATURES

T. Swanson shared that Seacoast Bank requires three signers and directed them to a resolution for signature authority in their packet. She proposed that the Board, acting in its capacity as the manager, designate Jaclyn Whiddon, Tracy Swanson, and Ken Harker as authorized signers for checking and payroll accounts at Seacoast Bank on behalf of Healthy West Orange, LLC.

Action Taken: Upon a motion duly made and seconded, the Board unanimously approved designating J. Whiddon, T. Swanson, and K. Harker as signers for checking and payroll accounts at Seacoast Bank on behalf of Healthy West Orange, LLC.

OFFICER DESIGNATION AND AUTHORITIES

J. Jonasen indicated that the Operating Agreement of Healthy West Orange, LLC, gives the Foundation, as the manager of Healthy West Orange, LLC, the authority to designate officers for Healthy West Orange, LLC. He proposed that the Board, acting in its capacity as the manager, designate one or two officers and empower them to sign documents and checks on behalf of Healthy West Orange, LLC. J. Whiddon proposed that T. Swanson serve as President and K. Harker as Treasurer of Healthy West Orange, LLC.

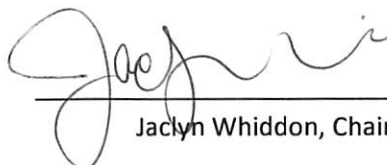
Action Taken: Upon a motion duly made and seconded, the Board unanimously approved the designation of T. Swanson as President and K. Harker as Treasurer of Healthy West Orange, LLC.

OPEN FORUM

L. Boettcher provided updates on Healthy West Orange events. She shared that HUBB opened on October 1.

T. Swanson inquired as to dates for a next Board meeting and it was determined she will circulate options.

The meeting was adjourned at 9:59 a.m.



Jaclyn Whiddon, Chair

**RESOLUTIONS OF THE MEMBER
OF
HEALTHY WEST ORANGE, LLC**

Pursuant to the Florida Revised Limited Liability Company Act (the "Act"), the member hereby adopts the following resolutions:

HWO, INC., a Florida not-for-profit corporation doing business as Foundation for a Healthier West Orange, being the sole holder of the entire outstanding membership interest (the "Member") of HEALTHY WEST ORANGE, LLC, a Florida limited liability company (the "Company"), hereby approves the following organizational acts and resolutions of the Company, pursuant to the Act. Such approval is given pursuant to the action of the board of directors of the Member taken at a timely called and duly held meeting of such board on October 2, 2020.

1. **ARTICLES OF ORGANIZATION**. RESOLVED, that the Company's Articles of Organization that were sent to the Florida Department of State and filed on September 8, 2020, are hereby ratified, approved, and confirmed in all respects. The Manager of the Company shall cause a copy of the Articles of Organization to be filed with these resolutions in the Company's minute book.

2. **MANAGEMENT**. RESOLVED, that the Company will be manager-managed. The initial manager (the "Manager") of the Company is HWO, Inc., a Florida not-for-profit corporation d/b/a Foundation for a Healthier West Orange.

3. **REGISTERED OFFICE**. RESOLVED, that the registered office and registered agent of the Company, initially fixed by the terms of the Articles of Organization, shall be retained until further action by the Member.

4. **AUTHORITY 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 any foreign country in which it is necessary or expedient for the Company to transact business, the Manager is hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change location of all necessary statutory offices and, under the Company's 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 or surrender any authority as may be necessary to terminate the authority of the Company to do business in any such state, territory, dependency or country.

5. **DEPOSITORY**. RESOLVED, that the Manager of the Company, or its designee(s), be and are hereby authorized and directed to establish banking and checking accounts on behalf of the Company at such banks as the Manager, or its designee(s), deem necessary for the operation of the Company, and the printed resolutions supplied by such bank (if any) are deemed resolutions of the Company duly adopted by the Member as if each such resolutions were set forth herein.

6. **LIMITED LIABILITY COMPANY SEAL.** RESOLVED, that the Company may, at its discretion, utilize a limited liability company seal, which seal or mark will be adopted as an official seal of the Company.

7. **MEMBERSHIP INTEREST CERTIFICATES.** RESOLVED, that the Company may, at its discretion, utilize membership interest certificates; however, ownership will be evidenced on a book-entry basis through the Company's ownership ledger.

8. **EMPLOYER/TAXPAYER IDENTIFICATION NUMBER.** RESOLVED, that the Company shall file with the United States Internal Revenue Service an IRS Form SS-4 for the procurement of a Federal Employer Identification Number; and the Manager shall execute and deliver a Third Party Designation Certificate provided by the Company's counsel for use in connection therewith.

9. **AUTHORIZED REPRESENTATIVE'S ACTIONS.** RESOLVED, that all actions heretofore taken by Jaclyn A. Whiddon or Tracy L. Swanson, as authorized representatives of the Member, in forming the Company are hereby ratified, approved, and confirmed in all respects.

10. **FISCAL YEAR.** RESOLVED, that the fiscal year of the Company shall be October 1 through September 30.

11. **PAYMENT OF ORGANIZATIONAL EXPENSES.** RESOLVED, that the Company is hereby authorized to pay all fees and expenses necessary or appropriate in connection with the organization of the Company.

12. **ISSUANCE OF MEMBERSHIP INTERESTS.** RESOLVED, that the Manager of the Company be and is hereby authorized and directed to issue the 100% membership interest in the Company to HWO, Inc., a Florida not-for-profit corporation d/b/a Foundation for a Healthier West Orange.

13. **OPERATING AGREEMENT.** RESOLVED, that the Company is hereby authorized and directed to enter into and to perform its obligations under that certain Operating Agreement of Healthy West Orange, LLC, as approved by Jaclyn A. Whiddon as the authorized representative of the Member, effective as of October 2, 2020 (the "Operating Agreement"), and the Manager of the Company be and is hereby authorized and directed to execute and deliver the Operating Agreement. The Manager of the Company shall cause a copy of the Operating Agreement to be filed with these resolutions in the Company's minute book.