



**MINUTES OF ACTION IN LIEU OF  
ANNUAL MEETING OF SHAREHOLDERS OF  
INNER EMBRACE WELLNESS GBC**

The undersigned, being all of the shareholders of Inner Embrace Wellness GBC, a Minnesota general benefit corporation (the "Corporation"), pursuant to the provisions of the Minnesota Public Benefit Corporation Act, Minnesota Statutes, Section 304A.101, do hereby agree to the adoption of, and do hereby adopt, the following resolutions:

ANNUAL REPORT

RESOLVED, that the annual report, including the annual benefit report, of the Corporation for the fiscal year ending December 31, 2018, and the acts of the directors and officers are hereby fully ratified, approved and confirmed.

ELECTION OF DIRECTORS

RESOLVED, that the following persons be, and they hereby are, nominated and duly elected as the directors of the Corporation, to hold office until the next annual meeting of the shareholders or until their successors shall be elected and shall duly qualify:

Lucy Franklin

RESOLVED FURTHER, that these resolutions are effective the 28th day of March 2019..

  
\_\_\_\_\_  
Lucy Franklin

**UNANIMOUS WRITING IN LIEU OF MINUTES OF ACTION  
IN LIEU OF MEETING OF DIRECTORS OF  
INNER EMBRACE WELLNESS GBC**

The undersigned, being all the directors of Inner Embrace Wellness GBC, a Minnesota general benefit corporation (the "Corporation"), pursuant to the provisions of Minnesota Statutes, Section 302A.239, Subdivision 1, do hereby agree to the adoption of, and do hereby adopt, the following resolutions:

**APPROVAL OF FINANCIAL STATEMENTS**

RESOLVED, that the financial statement of the corporation for the fiscal year ending December 31, 2017, is in all things approved.

**RATIFICATION OF ACTIONS OF OFFICERS**

RESOLVED, that the actions of the officers of the corporation taken during the fiscal year ending December 31, 2017 are in all things fully ratified, approved and confirmed.

**ELECTION OF OFFICERS**

RESOLVED, that the following persons are nominated and duly elected to the offices set opposite their respective names, to serve until their successors are elected and duly qualify:

Lucy Franklin  
Lucy Franklin

Chief Executive Officer  
Secretary and Treasurer

**APPROVAL OF ANNUAL BENEFIT REPORT**

RESOLVED, that the attached annual benefit report of the Corporation for the fiscal year ending December 31, 2018, submitted in accordance with Minnesota Statutes 304A.301, is hereby approved in its entirety.

  
\_\_\_\_\_  
Lucy Franklin

ANNUAL BENEFIT REPORT  
FOR  
INNER EMBRACE WELLNESS GBC

The undersigned, Lucy Franklin, CEO of Inner Embrace Wellness GBC, hereby certifies as follows:

The board of directors for Inner Embrace Wellness GBC has:

1. Will continue to use Green America Business Network as its designated third-party standard;
2. Determined, after due and diligent inquiry, that Green America Business Network is independent;
3. Approved the report as presented to the board;
4. Determined that this corporation has pursued the third-party standards promulgated by Green America Business Network and provided a general public benefit as follows:
  - a. Inner Embrace Wellness GBC operates a “values-based” social enterprise according to principles of social justice and environmental sustainability by, among other things, providing natural health solutions to support wellness by offering holistic body work that aids the body in sustaining long-term solutions to bodily injuries, and that has expanded to working with the Avazzia device as well as partnering with a specific non-profit dedicated to providing alternative therapies to people with disabilities, to donating wellness sessions as well as 30 min clinics to unemployed who are unable to afford body work, is continuing to pursue crowd-funding for non-profit organizations to help increase their bottom line, distributing products that support wellness and nutrition and that use natural ingredients (thereby limiting the impact of pharmaceutical and chemical compounds on the environment), distributing products for companies that use a give-back business model and support health and nutrition, using reverse osmosis water as well as using cleaning methods of products that are non toxic, continuing to implement sound recycling business practices, and focusing on conversion to electronic rather than using paper.
5. Determined that the only hindrance in efforts to pursue and create general public benefit were several injuries and illness throughout the year.

6. The standards provided by Green America Business Network are being applied in a manner consistent with the application of the third-party standards in prior reports because the standards are most closely aligned with the purpose of Inner Embrace Wellness GBC.

Lucy Franklin

3/28/19

Date

Lucy Franklin, CEO



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OFFICE OF THE SECRETARY OF STATE  
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*Steve Simon*

Steve Simon  
Secretary of State