

BITCOIN FOR THE ARTS, INC.

MINUTES OF ORGANIZATIONAL MEETING OF THE BOARD OF TRUSTEES

Held on November 16, 2025 at 4:00 PM EST

Via Zoom

(Recording:<https://us02web.zoom.us/j/6462832864?pwd=OTZzbm9KV2ErMVJqb0xiVXNaVHptdz09&omn=84185764347>) – Unanimous Written Consent in Lieu of Meeting Authorized

PRESENT (via Zoom):

- **Dion Wilson** – Founder & Chair
- **Avinash Burra** – Trustee
- **Cheryl McGinnis** – Trustee

QUORUM: All three (3) initial Trustees present. **Quorum established** per Bylaws Article V, Section 5.04.

PRESIDING: Dion Wilson, Chair

RECORDED BY: Dion Wilson, Acting Secretary (to be ratified)

1. CALL TO ORDER

The meeting was called to order at **4:00 PM EST** by Chair Dion Wilson.

2. ADOPTION OF BYLAWS

RESOLVED: That the **Bylaws of Bitcoin For The Arts, Inc.**, dated **November 16, 2025**, as presented, are hereby **adopted in full** as the governing document of the Corporation.

VOTE: Unanimous (3-0)

3. APPROVAL OF CERTIFICATE OF INCORPORATION

RESOLVED: That the **Certificate of Incorporation** for **Bitcoin For The Arts, Inc.**, as prepared and signed by Incorporator **Dion Wilson**, is hereby **ratified and approved** for filing with the **New York Department of State**.

FURTHER RESOLVED: That the Chair is authorized to:

- Submit the Certificate with **DOS-1511-f Cover Sheet** and **\$75 filing fee**;
- Request **expedited processing** if needed;
- Receive and file the **stamped certified copy** upon return.

VOTE: Unanimous (3-0)

4. ELECTION OF OFFICERS

RESOLVED: The following officers are elected to serve until the next annual meeting:

| | Office | Name |
|------------------|--------|-----------------|
| Chair | | Dion Wilson |
| Treasurer | | Avinash Burra |
| Secretary | | Cheryl McGinnis |

VOTE: Unanimous (3-0)

5. BANKING & BITCOIN OPERATIONS

RESOLVED: That the Treasurer is authorized to:

- Open a **business checking account** at *Mercury* in the name of the Corporation;
- Establish **BTCPay Server** instance at btcpay.bitcoinforthearts.org;

- Create the **3-of-5 multisig HODL Vault** using **Sparrow Wallet** with keys held by:
 1. Chair (Coldcard)
 2. Treasurer (Coldcard)
 3. Secretary (Trezor Safe 3)
 4. Trustee #4
 5. Trustee #5

Public Address: `bc1qarts...` (to be published post-501(c)(3))

VOTE: Unanimous (3-0)

6. IRS & COMPLIANCE

RESOLVED: That the Chair is authorized to:

- Obtain **EIN** via IRS.gov (SS-4);
- File **Form 1023-EZ** with **\$275 fee** and attach:
 - Stamped Certificate of Incorporation
 - Adopted Bylaws
 - NTEE Code **A25**

VOTE: Unanimous (3-0)

7. ADJOURNMENT

There being no further business, the meeting was adjourned at **4:25 PM EST**.

CERTIFICATION

These minutes accurately reflect the actions taken.

APPROVED BY UNANIMOUS WRITTEN CONSENT

(In lieu of in-person meeting – per Bylaws Article V, Section 5.08)

/s/ Dion Wilson

Dion Wilson

Chair & Acting Secretary

November 16, 2025

/s/ Avinash Burra

Avinash Burra

Trustee

November 16, 2025

/s/ Cheryl McGinnis

Cheryl McGinnis

Trustee

November 16, 2025

FILE WITH:

- Corporate Records (Airtable + Encrypted Drive)
- IRS Form 1023
- NY AG CHAR410

NEXT MEETING: February 3, 2026 (Annual)
