E5 ENCLAVE INCORPORATED

# Board Adoption Package

*Governance Package · Draft v1.0 — Prepared September 18, 2026*

**DRAFT — pending counsel review and board adoption.** Nothing has been filed with the State of Florida. Nothing has been adopted. Draft resolutions, written consents, officer appointments, and conflict-of-interest policy.

## Written Consents in Lieu of Meetings (Chapter 617, Florida Statutes)

**DRAFT — NOT EXECUTED. Prepared 2026-09-18 for review by the Chairman and legal counsel. Executed only upon the Chairman's explicit authorization. Counsel review required before filing anything.**

This package adopts the Amended and Restated Articles of Incorporation (File 01) and the Bylaws (File 02). It contains:

1. **Resolution A —** Board written consent (adopts restated articles; adopts bylaws; adopts COI policy; confirms officers).
2. **Resolution B —** Founder-Member written consent (sole member; adopts restated articles; elects directors; appoints Trust Protector; fixes board size).
3. **Exhibit A —** Conflict of Interest Policy.

4. **Exhibit B** — Annual disclosure statement form.

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## RESOLUTION A — ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all of the directors of E5 ENCLAVE INCORPORATED, a Florida not for profit corporation (the "Corporation"), acting pursuant to Section 617.0821, Florida Statutes, in lieu of a meeting, hereby adopt the following resolutions, effective as of ________________, 2026:

**RESOLVED**, that the Amended and Restated Articles of Incorporation of the Corporation, in the form presented to the Board (File 01 of the governance package), be and hereby are approved and recommended to the Founder-Member for adoption, and the officers are authorized to file the same with the Florida Division of Corporations upon the Founder-Member's written authorization;

**RESOLVED FURTHER**, that the Bylaws of the Corporation, in the form presented to the Board (File 02 of the governance package), be and hereby are adopted as the Bylaws of the Corporation, effective upon filing of the Amended and Restated Articles or as otherwise provided therein;

**RESOLVED FURTHER**, that the Conflict of Interest Policy attached as Exhibit A be and hereby is adopted as the policy of the Corporation, and all directors, officers, and key persons shall execute the annual disclosure statement (Exhibit B);

**RESOLVED FURTHER**, that the officers of the Corporation are confirmed as follows, to serve at the pleasure of the Chairman: Chairman, President and Chief Executive Officer — Israel Lee Armstead; Secretary — Tanya R. Armstead; Treasurer — OPEN ITEM to be appointed; each with the authority set forth in the Bylaws;

**RESOLVED FURTHER**, that the Trust Protector office is recognized, with Elvia G. Armstead serving as the initial Trust Protector pursuant to the Board Law ratified 2026-09-09 and Article VII of the Amended and Restated Articles;

**RESOLVED FURTHER**, that the officers are authorized and directed to take all actions necessary or appropriate to carry out the foregoing, including making any conforming, non-substantive changes to the filed Articles required by the Division of Corporations (substantive changes require new Board action).

**Director signatures:**

| Director | Signature | Date |
|---|---|---|
| Israel Lee Armstead | ______________________________ | _____________ |
| Tanya R. Armstead | ______________________________ | _____________ |
| OPEN ITEM<br>Third director | ______________________________ | _____________ |

## RESOLUTION B — ACTION BY WRITTEN CONSENT OF THE FOUNDER-MEMBER (SOLE MEMBER)

The undersigned, Israel Lee Armstead, being the sole member (Founder-Member) of E5 ENCLAVE INCORPORATED, a Florida not for profit corporation, acting pursuant to Chapter 617, Florida Statutes, in lieu of a meeting, hereby adopts the following, effective as of ________________, 2026:

**RESOLVED**, that the Amended and Restated Articles of Incorporation of the Corporation, in the form presented (File 01), be and hereby are adopted as the Articles of Incorporation of the Corporation, superseding all prior articles;

**RESOLVED FURTHER**, that the number of directors is fixed at three (3);

**RESOLVED FURTHER**, that the following persons are elected directors, classified as stated: Israel Lee Armstead — Founder-Director (no term expiration); Tanya R. Armstead — Class I (term expires at the 2027 annual election); **OPEN ITEM** Third director — Class II (term expires at the 2028 annual election);

**RESOLVED FURTHER**, that Elvia G. Armstead is appointed as Trust Protector of the Corporation pursuant to Article VII of the Articles, to serve until removed as therein provided;

**RESOLVED FURTHER**, that the Founder-Member authorizes the officers to file the Amended and Restated Articles with the Florida Division of Corporations, accompanied by the required filing fee, at such time as the Founder-Member directs in writing. **No filing shall occur without that separate written direction.**

**Founder-Member signature:**

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| Signature: | ______________________________ |
| Printed name: | Israel Lee Armstead, Founder-Member (sole member) |
| Date: | _____________ |

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# EXHIBIT A — CONFLICT OF INTEREST POLICY

**E5 ENCLAVE INCORPORATED — Conflict of Interest Policy** *Adopted ________________, 2026*

**Article I — Purpose.** The purpose of this Policy is to protect the Corporation's interest when it contemplates entering into a transaction or arrangement that might benefit the private interest of a director, officer, the Founder-Member, the Trust Protector, or a key employee, and to ensure the Corporation's compliance with Section 501(c)(3) of the Internal Revenue Code (no inurement; no excess benefit transactions under Section 4958).

**Article II — Definitions.**

1. *Interested Person* — any director, officer, the Founder-Member, the Trust Protector, or key employee who has a direct or indirect financial interest as defined below.
2. *Financial Interest* — (a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (c) a potential ownership, investment, or compensation arrangement with any such entity or individual. Compensation includes direct and indirect remuneration and gifts or favors that are substantial in nature. A Financial Interest is not necessarily a conflict of interest; a conflict exists only where the Board or the Founder-Member decides one exists.
3. *Key employee* — any employee with authority over a substantial portion of the Corporation's activities, assets, income, or expenses.

**Article III — Procedures.**

1. *Duty to disclose.* Each Interested Person shall disclose the existence and nature of the Financial Interest and all material facts to the Board (or, for the Founder-Member's own interests, to the disinterested directors and the Trust Protector) before any related deliberation.
2. *Determining whether a conflict exists.* After disclosure, the Interested Person shall leave the meeting during discussion and vote on the matter. The remaining directors (a disinterested quorum being present) shall decide whether a conflict of interest exists.
3. *Procedures for addressing the conflict.* (a) The Chair (or disinterested presiding director) may appoint a disinterested person or committee to investigate alternatives. (b) After exercising due diligence, the disinterested directors shall determine whether the Corporation can obtain a more advantageous transaction with reasonable efforts from a non-conflicted source. (c) If not, the disinterested directors shall determine by majority vote whether the transaction is in the Corporation's best interest, for its own benefit, and fair and reasonable, and shall vote on whether to enter it. (d) The interested person shall not be present for the vote except to answer questions.
4. *Founder-Member transactions.* Where the Founder-Member is the Interested Person and no disinterested quorum of directors exists, the transaction requires the written concurrence of the Trust Protector that the procedures of this Article were followed and the transaction is fair to the Corporation.

**Article IV — Records.** Minutes (or written consents) shall record: the names of persons who disclosed or were found to have a Financial Interest, the nature of the interest, the action taken to determine whether a conflict existed, the names of persons present for discussion and votes, the content of the discussion including alternatives considered, and the record of each vote. Comparability data relied upon shall be described and retained.

**Article V — Compensation.** A voting member of the Board who receives compensation, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to that member's compensation and shall be absent during deliberation except to answer questions. No person whose compensation is under consideration may participate in the comparability review except to present data.

**Article VI — Annual statements.** Each director, officer, the Founder-Member, the Trust Protector, and each key employee shall annually sign a statement (Exhibit B) affirming receipt, understanding, and compliance, and disclosing interests.

**Article VII — Periodic reviews.** The Board shall conduct periodic reviews of compensation arrangements and of partnerships, joint ventures, and arrangements with management organizations, to ensure they further charitable purposes, do not result in inurement or impermissible private benefit, and that compensation remains reasonable — consistent with the Corporation's 509(a)(2) public-charity status.

**Article VIII — Outside activities.** Nothing in this Policy prohibits service as a director, officer, or employee of another organization (including AgriMesh Corporation and any future research affiliate), provided such service and any related transactions comply with this Policy.

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## EXHIBIT B — ANNUAL DISCLOSURE STATEMENT

I, ________________________________, in my capacity as ________________________ of E5 ENCLAVE INCORPORATED, affirm:

1. I have received a copy of the Conflict of Interest Policy, have read and understand it, and agree to comply with it.

2. The Corporation is organized and operated exclusively for charitable, educational, and scientific purposes under Section 501(c)(3); I understand that no part of its net earnings may inure to my private benefit.
3. Except as disclosed below, I have no Financial Interest (as defined in the Policy) in any entity or transaction with which the Corporation does or proposes to do business.
4. Disclosures (if none, write "None"): ________________________________________________

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|---|---|
| Signature: | ________________________________ |
| Printed name: | ________________________________ |
| Date: | ______________ |