

**RESOLUTION OF
THE BOARD OF DIRECTORS
OF
FLORIDA OCEANOGRAPHIC SOCIETY. INC.**

Whereas, the Employer has the power to amend and restate the Plan, on August 19, 2020, the following resolutions to amend and restate the Florida Oceanographic Society, Inc., 401(k) Profit Sharing Plan and the Florida Oceanographic Society, Inc., 401(k) Profit Sharing Plan were duly adopted by the Board of Directors of Florida Oceanographic Society. Inc. and that such resolutions have not been modified or rescinded as of the date hereof:

RESOLVED, that the form of Plan presented to this meeting is a Cash or Deferred Profit Sharing Plan as authorized under Internal Revenue Code sections 401(a), 401(k), 402(g), 401(m) and 501(a). This restatement shall be effective January 1, 2020;

RESOLVED, that the Florida Oceanographic Society, Inc., 401(k) Profit Sharing Plan and the Florida Oceanographic Society, Inc., 401(k) Profit Sharing Plan presented to this meeting are hereby adopted and approved and that the proper officers of the Employer are hereby authorized and directed to execute and deliver to the Plan Administrator one or more counterparts of the Plan and Trust.

RESOLVED, that the expanded Hardship Options as passed under the Bipartisan Budget Act of 2018 and under IRS final regulations issues on September 23, 2019 are adopted.

RESOLVED, that the proper Officers of the Employer shall act as soon as possible to notify employees of the Employer of the restatement of the Plan and Trust by delivering to each employee a copy of the Summary Plan Description of the Plan in the form of the Summary Plan Description presented to this meeting, which form is hereby approved.

RESOLVED, that the Loan Policy presented at this meeting is hereby adopted and approved with an effective date of January 1, 2020 for delivery to each employee.

The undersigned further certifies that attached hereto as Exhibits A, B, C, D and E respectively are true copies of the Florida Oceanographic Society, Inc., 401(k) Profit Sharing Plan Adoption Agreement, Document, Trust, Summary Plan Description and Loan Policy approved and adopted in the above resolutions.


Secretary

August 19, 2020

Date