

WAGGONER ENGINEERING, INC.

**ACTION BY UNANIMOUS ELECTRONIC CONSENT
OF THE BOARD OF DIRECTORS**

June 27, 2025

The undersigned, being the members of the board of directors (the “**Board**”) of Waggoner Engineering, Inc., a Mississippi Corporation (the “**Company**”) DOES HEREBY ADOPT the consent hereinafter set forth as the action of the Board by written consent in lieu of a meeting of the Board, and DOES HEREBY DIRECT that this consent be filed in the minutes of meetings of the Board, to be treated for all purposes as actions taken at a meeting.

Removal and Appointment of Officers

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Company and its stockholder to remove Matthew Butler as President of the Company; and

WHEREAS, the Board deems it advisable and in the best interests of the Company and its stockholder to appoint Scott Phillips as President of the Company to serve until his successor is duly elected and qualified or until such officer’s earlier resignation or removal:

<u>Name</u>	<u>Title</u>
Scott Phillips	President

WHEREAS, following the removal and appointment of the officers set forth above, the persons listed on Exhibit A attached hereto (the “**Schedule of Officers**”) shall constitute the officers of the Company, to serve until their respective successors are duly elected and qualified or until earlier resignation or removal of such officers or any of them;

NOW THEREFORE, BE IT RESOLVED, that the Board approves and ratifies the removal and appointment of officers set forth above;

RESOLVED FURTHER, that the officers listed in the Schedule of Officers are hereby reaffirmed and ratified as officers of the Company, to serve until their respective successors are duly elected and qualified or until the earlier resignation or removal of such officers or any of them; and

RESOLVED FURTHER, that the officers listed in the Schedule of Officers are authorized to execute and deliver any agreement in the name of the Company and to otherwise obligate the Company with respect to the business of the Company, as generally pertains to their respective offices, subject to control of the Board; provided, however, that the Board may adopt from time to time specific limitations on the authority of such authorized officers.

General Authority

RESOLVED, that any and all actions whether previously or subsequently taken by the officers and directors of the Company, which are consistent with and in furtherance of the intent and purposes of the foregoing resolutions and the consummation of the transactions contemplated therein, shall be, and hereby are, in all respects, ratified, approved and confirmed.

RESOLVED, FURTHER, that the officers, and each of them, and such persons appointed to act on their behalf pursuant to the foregoing resolutions, are hereby authorized and directed in the name of the Company and on its behalf, to execute any additional certificates (including any officers' certificates), agreements, instruments or documents, or any amendments or supplements thereto, or to do or to cause to be done any and all other acts as they shall deem necessary, appropriate or in furtherance of the full effectuation of the purposes of each of the foregoing resolutions and the transactions contemplated therein.

IN WITNESS WHEREOF, the undersigned, being the members of the Board of Directors of the Company, has executed this Written Consent to be effective as of the date first set forth above.

WAGGONER ENGINEERING, INC.



Michael Renshaw, Director



Gharal Doshi, Director

Exhibit A

Schedule of Officers

Scott Phillips	President
Michael Renshaw	Chair
Charul Doshi	Treasurer
Tom Secker	Secretary
Kenneth Ferachi	COO, Senior Vice President
Tracy M. Huffman	Vice President
Zach Adams	Vice President
David Burton	Vice President
Robert J Lear, Jr.	Vice President