

ACTION OF THE BOARD OF DIRECTOR(S) AND SHAREHOLDER(S) OF
CWPS CORP.
TAKEN WITHOUT A MEETING
BY WRITTEN CONSENT

Pursuant to Section 141(f) of the
General Corporation Law of the
State of Delaware

In accordance with Section 141(f) of the General Corporation Law of the State of Delaware (the “DGCL”), the undersigned, **JOHN LAI**, being all the members of the board of directors (the “Board of Directors”) of **CWPS CORP.**, a Delaware corporation, (the “Corporation”), and **CAR WASH PARTNERS, LLC**, a Delaware limited liability company, being all of the shareholders (“Shareholders”) of the Corporation, and the undersigned Board of Directors and Shareholders, hereby take the following actions and adopt the following resolutions by unanimous written consent (the “Unanimous Written Consent”) without a meeting and the following resolutions shall be deemed to be adopted to the same extent and to have the same force and effect as if adopted at the annual meeting of the Board of Directors and Shareholders (whether jointly or separately) of the Corporation duly called and held for the purpose of acting upon proposals to adopt such resolutions, but with the intent that the Unanimous Written Consent meet any requirement under the DGCL or the Corporation’s governing documents to hold an annual meeting, effective for all purposes as of **May 1, 2024**:

Annual Meeting

RESOLVED, that the Unanimous Written Consent shall be deemed to meet any requirement under the DGCL or the Corporation’s governing documents to hold a physical, telephonic, or virtual annual meeting of the members and/or managers for all purposes.

Number of Directors and Election of Officer

RESOLVED, pursuant to Section 3.2 of the Corporation’s Bylaws, the number of directors constituting the Board of Directors shall be fixed at one (1).

RESOLVED, that the following individuals shall serve as officers of the Corporation for the ensuing year and until their successors have been duly elected and qualified, or their earlier death, disability, resignation or removal:

<u>Name</u>	<u>Office</u>
John Lai	President
Jedidiah Gold	Treasurer
James Throckmorton	Vice President
Luke Hartke	Vice President
Ryan Darby	Vice President
Joaquin Valenzuela	Vice President
Felipe Valenzuela	Assistant Treasurer
Markus Hartmann	Secretary
Kathryn Nelson	Assistant Secretary
Dillon Dunn	Assistant Secretary

Ratification of Actions of Officers

RESOLVED, that the actions of the officers in the name and on behalf of the Corporation during the preceding year be and hereby are ratified and approved.

General Authorization to Effectuate Resolutions

RESOLVED, that each officer of the Corporation ("Officer") be, and each of them hereby is, authorized, empowered and directed to make, execute, perform, acknowledge, verify, issue and deliver all agreements, amendments to agreements, applications, certificates, instruments, consents, acknowledgements, notices, waivers, filings, financing statements, forms and other documents contemplated by or related to the foregoing resolutions and to do or cause to be done all such acts and things, and take all such steps and other action or actions, and to make all such payments and remittances (including, without limitation, payment of all fees and expenses incurred by or for the account of the Corporation in connection with in any or all of the foregoing resolutions) as he, she or they shall deem necessary, appropriate, advisable or desirable to carry out the intent and purpose of any of the foregoing resolutions, such execution and delivery or taking of any such action or actions by any such Officer to constitute conclusive evidence of his, her or their determination and approval of such necessity, appropriateness, advisability or desirability.

This Action by Unanimous Written Consent may be signed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one instrument. This Action by Unanimous Written Consent may be executed by electronic mail or facsimile transmission and such electronic mail or facsimile shall be valid and binding to the same extent as if it was an original.

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent.

CAR WASH PARTNERS, LLC, a
Delaware limited liability company

By: 

John Lai, President

BEING THE SOLE SHAREHOLDER OF
CWPS CORP.



John Lai

BEING THE SOLE DIRECTOR OF
CWPS CORP.