

VCA PLATFORMS LLC

UNANIMOUS WRITTEN CONSENT OF THE MEMBERS

Initial Organizational Consent and Ratification

Document ID: VCA-PLAT-002 | Effective Date: Upon Execution

The undersigned, being all of the initial members of VCA Platforms LLC, a New Jersey limited liability company (the “Company”), hereby adopt the following resolutions by unanimous written consent in lieu of an organizational meeting.

1. Formation of the Company

RESOLVED, that the formation of VCA Platforms LLC as a New Jersey domestic limited liability company on August 26, 2026, is acknowledged, approved and ratified, together with the Certificate of Formation issued by the New Jersey Department of the Treasury, Division of Revenue and Enterprise Services.

2. Initial Members and Organizational Record

RESOLVED, that the Company's initial membership record shall reflect Vince Carol on the Founder Side and Acorn Capital Holdings LLC on the Strategic Investment Side, consistent with the formation filing and subject to the ownership, economic participation, governance and other provisions contained in the controlling transaction documents.

3. Ratification of Organizational Actions and Expenses

RESOLVED, that all lawful actions previously taken by Vince Carol in connection with organizing and forming the Company are approved, adopted and ratified; and that documented State formation fees and other approved organizational expenses advanced on behalf of the Company shall be recorded as organizational expenses and reimbursed by the Company following funding, consistent with the agreed commercial framework.

4. Initial Business Classification

RESOLVED, that NAICS 541511 - Custom Computer Programming Services is approved as the Company's initial primary business classification, consistent with the Company's contemplated technology, software-platform and related activities.

5. Final Agreed Terms Schedule

RESOLVED, that, upon execution by the applicable principals and adoption by the Company, the Final Agreed Terms Schedule shall serve as the controlling commercial framework for the matters it addresses and shall supersede conflicting preliminary term sheets, drafts and correspondence concerning those matters. Definitive documents are intended to implement, and not renegotiate or materially alter, the agreed commercial terms. Any substantive modification required for legal, tax or structural reasons shall require mutual principal approval.

6. Capitalization Framework

RESOLVED, that the agreed \$3,000,000 capitalization framework contemplated by the Final Agreed Terms Schedule is approved for implementation in accordance with the definitive transaction documents, applicable closing conditions and funding mechanics.

7. Authorization of Definitive Transaction Package

RESOLVED, that the Company is authorized to prepare, negotiate within the agreed commercial framework, execute and perform the definitive documents contemplated by the Final Agreed Terms Schedule, including the ownership and governance documentation, Founder Commitment, Executive Services Agreement, BMV intellectual-property license, Education Platform acquisition, Kayla acquisition and residual provisions, participation documentation, CAI-RENU agreements, and related intellectual-property, asset, source-dependency and transfer schedules.

8. Closing and Activation

RESOLVED, that preparation, review or execution of a transaction document shall not, by itself, accelerate an obligation expressly conditioned upon closing, capitalization, funding or another stated condition. Each acquisition, license, transfer, residual obligation, service arrangement and operational commitment shall become effective in accordance with its definitive agreement and applicable closing or funding condition.

9. Further Actions

RESOLVED, that the authorized representatives of the Company are empowered to take such additional ministerial and organizational actions, and to execute such ancillary certificates, schedules and instruments, as are reasonably necessary to implement these resolutions and the agreed transaction framework, provided that no such action materially changes the agreed commercial terms without the required principal approval.

10. Company Records

RESOLVED, that this written consent, together with the Certificate of Formation and all subsequently executed organizational and transaction documents, shall be maintained in the Company's official books and records.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent effective as of the date of the last signature below.

FOUNDER SIDE

Vince Carol

Signature: _____

Date: _____

STRATEGIC INVESTMENT SIDE

Acorn Capital Holdings LLC

By: _____

Name: _____

Title: _____

Date: _____