



### **Stockholders Meeting 2006/01/25**

Stockholders meeting was held on Jan 25, 2006. Richard Lesh was the only stockholder (52.6%) present. Greg Honig was invited and had verbally declined to attend the stockholder meeting during a special board meeting in December.

The president reported that on or about Dec 13, 2005, Greg Honig had issued an ultimatum in person that either Mr. Lesh must get out of the business or that Mr. Honig would leave the business. Mr. Honig refused to provide any reasons for this ultimatum. Mr. Lesh informed Mr. Honig that as majority shareholder, Mr. Lesh had no intentions of leaving the firm. The remainder of that meeting involved discussions of how Mr. Honig would transfer his responsibilities to Mr. Lesh.

It was agreed that Mr. Honig would immediately cease his roles as Secretary/Treasurer and Board Member. Mr. Honig would also cease any responsibility for customer contact and support. Mr. Honig indicated that he would stay on in a technical advisory role to make sure that the business continued to operate smoothly. He also indicated that once he finished the GroupWise server configuration project for ResourceOne that he would no longer participate in the company in a technical role. Mr. Lesh had Mr. Honig removed as a signer on the company checking account on Dec 14, 2005. By the end of December, Mr. Honig had transferred the accounting ledger data files and the checks to Mr. Lesh.

Sandra Lesh was nominated to fill the role of Secretary and approved unanimously by the shareholders present.

Richard Lesh was nominated to fill the role of President and approved unanimously by the shareholders present. Mr. Lesh would also be responsible for the duties of Treasurer.

The shareholders voted unanimously to amend the corporate bylaws to allow for the Board of Directors to consist of a single member instead of the two currently required.

Richard Lesh was nominated as sole board member and approved unanimously by the shareholders present.

### **Board of Directors Meeting 2006/01/25**

Board of Directors meeting was held on Jan 25, 2006. Richard Lesh and Sandra Lesh were present.

The Board approved unanimously to continue operations even though the recent loss of Greg Honig would cause severe strain on the corporation. It was the opinion of Mr. Lesh, that perhaps Mr. Honig was simply under stress from having to work a full-time day job and at the same time working on Compass projects. Even though Mr. Lesh had been working a full-time day job and working for Compass in the evenings for the entire duration of the company's existence, it was acknowledged that such a sacrifice to get a business started was not something that everyone was capable of making. This is why Mr. Lesh had already taken on the customer support functions from Mr. Honig in the fall of 2005. It was hoped that after some time off, Mr. Honig would decide to return to the company.

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