

**HOSPITAL AUDIENCES, INC.
d/b/a HEALING ARTS INITIATIVE**

CERTIFICATION OF VOTE OF BOARD OF DIRECTORS

I, the undersigned acting Secretary of the Board of Directors (the "Board") of **HOSPITAL AUDIENCES, INC., d/b/a Healing Arts Initiative** (the "Corporation"), a not-for-profit corporation duly organized under the laws of the State of New York, does hereby certify that on May 12, 2016, the Board by written consent pursuant to the organizational documents of the Corporation and the laws of the State of New York adopts the following resolutions:

WHEREAS, in light of the Corporation's current financial condition, the Board has investigated, discussed and considered all options for addressing the Corporation's financial challenges and, after consultation with the Corporation's advisors, have concluded that it is in the best interests of the Corporation, its creditors and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); now therefore be it

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Corporation that Ken Berger, Acting Executive Director, and such other person as the Board may nominate in the future (the "Authorized Persons"), be empowered to cause a petition under Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") to be filed by the Corporation for the protection of the Corporation's assets in the United States Bankruptcy Court for the Eastern District of New York (the "Bankruptcy Court"); and it is further

RESOLVED, that the Authorized Persons be, and they hereby are, authorized to execute and file all petitions, schedules, statements, lists and other papers and to take any and all action which he may deem necessary or proper in connection with such proceedings in the Chapter 11 Case, and to further retain and employ Klestadt Winters Jureller Southard & Stevens, LLP to act as the Corporation's bankruptcy counsel in the Chapter 11 Case; and it is further

RESOLVED, that the Authorized Persons (other than Ken Berger) be, and they hereby are, authorized and directed to employ Greater Good Associates, and its designee, Ken Berger, as the Acting Executive Director and Chief Restructuring Officer of the Corporation to manage its affairs in the Chapter 11 Case; and it is further

RESOLVED, that the Corporation may seek to borrow such funds on a senior, secured basis, as are deemed necessary to fund the legitimate activities of the Corporation in the Chapter 11 Case as may be approved by the Bankruptcy Court; and it is further

RESOLVED, that, the Corporation is the managing member of HAI Ventures LLC and in such case, the Authorized Persons, any one of whom may act without the joinder of any of the others, is hereby authorized, empowered and directed in the name and on behalf of HAI Ventures LLC to (i) authorize HAI Ventures LLC to take any action that the Corporation is authorized to take hereunder and/or (ii) take all of the actions on behalf of HAI Ventures LLC that any Authorized Persons are herein authorized to take on behalf of the Corporation;

I further certify that the foregoing resolutions have not been modified or rescinded, and are

still in full force and effect.

IN WITNESS WHEREOF, the undersigned director, having the full authority to do so, has hereunto set his hand, this 16th day of May, 2016.

By: _____


Alan Gettner

Secretary of the Board of Directors of
Hospital Audiences, Inc.