

RESOLUTIONS CONCERNING DISSOLUTION

BOOK 1137 PAGE 226

OF

THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREER, SOUTH CAROLINA, INC.

AND SUBSEQUENT MERGER OF ASSETS WITH AND INTO

THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREENVILLE

RESOLVED, That the Board of Directors of the Young Men's Christian Association of Greer, South Carolina, Inc. ("Greer YMCA") does hereby adopt, ratify and approve the plan to dissolve the Greer YMCA and to merge its assets with and into the Young Men's Christian Association of Greenville ("Greenville YMCA") upon the terms and conditions set forth in that certain Plan and Agreement of Merger, a true and correct copy of which is attached to the minutes of this meeting as Exhibit A; and

RESOLVED FURTHER, That the Board of Directors of the Greer YMCA does hereby adopt, ratify and approve the Articles of Merger prepared in connection with the above-mentioned Plan and Agreement of Merger, a true and correct copy of which Articles of Merger is attached hereto as Exhibit B; and

RESOLVED FURTHER, That a special meeting of members be called for 7:00 P.M., June 23, 1980, for the purpose of submitting the above-mentioned Plan and Agreement of Merger to the members for their approval; and

RESOLVED FURTHER, That members of record as of May 23, 1980, shall be the ones entitled to vote at said meeting of members; and

RESOLVED FURTHER, That the officers of the Greer YMCA are hereby authorized to execute any and all documents and to take any and all other action which they deem necessary in order to consummate the above-described transaction, including, but not limited to, making such modifications to the Plan and Agreement of Merger as they, in their discretion, deem appropriate and in the best interest of the Greer YMCA; and

RESOLVED FURTHER, That the Officers of the Greer YMCA are hereby specifically authorized to tender their Certificate of Incorporation of the Greer YMCA to the South Carolina Secretary of State for cancellation in connection with the merger, since the Greenville YMCA will be the surviving corporation.

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