

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
SENIOR SERVICES COUNCIL OF SAN JUAN COUNTY**

WHEREAS, the following actions are hereby taken by consent of the Directors of Senior Services Council of San Juan County, a private Washington non-profit corporation (the "Company"), as authorized by RCW 24.03.075; and

WHEREAS, members of the Board of Directors ("Directors") met on April 21, 2022, at which meeting a majority of the Directors then in officer were present, constituting a quorum; and

WHEREAS, notice of said meeting was sent to each Director on April 10, 2022; and

WHEREAS, the Directors have agreed that the needs of the communities served by the Company can be better met by each District Operations Committee operating independently and without the coordination and oversight provided by the Company;

NOW, THEREFORE BE IT RESOLVED as follows:

1. That the Company shall be either dissolved or the subject of a reorganization, as set forth in these Resolutions after each of the following conditions have been met, as determined by a majority of Directors in their sole discretion:
 - a. Each of the three District Operations Committees have either (i) incorporated as independent entities and received a letter of approval from the Internal Revenue Service to operate as an organization subject to section 501(c)(3) of the Internal Revenue Code, (ii) been integrated as a project, program, or similar arrangement by another entity that operates as an organization subject to section 501(c)(3) of the Internal Revenue Code, as evidenced by a resolution of the board of directors of said organization, or (iii) succeeded the Company by internal reorganization of the Company and filing for a change of name to reflect the narrow, single-District focus of the reorganized entity, (each a "New Entity" and together the "New Entities");
 - b. All outstanding obligations and liabilities of the Company have been met, or funds set aside to meet those obligations, as necessary;
 - c. In accordance with the Bylaws of the Company and Article VI of the Articles of Incorporation of the Company, the financial, physical, and other assets of the Company have been distributed among the three New Entities in the following manner (as determined in the sole discretion of a majority of the Directors):
 - i. Those assets attributable to a specific District Operations Committee revert to the New Entity formed for that District Operations Committee;
 - ii. With respect to grant funds not already attributable to a specific District Operations Committee, the Directors will request of each grantor that any grant funds received and not yet expended, and those still outstanding, be divided equally among the New Entities. However, should a grantor wish to direct its

funds to one or more of the New Entities but not to all three, or to divide the funding unequally among two or more of the New Entities, the wishes of the grantor will be honored; and

- iii. The assets not attributable to a specific District Operations Committee as described in (i) and (ii) above (the "Remaining Assets") are distributed among the three New Entities approximately equally by value, without consideration given or offset made to account for assets already distributed as described in (i) and (ii) above, however with consideration given to requests by each New Entity with respect to distribution of the physical assets;
 - d. The New Entities have entered into a separation agreement containing provisions for, among other things, appropriate indemnification for past activities, mutually acceptable ways to reference the transition from Company to New Entities and any previous activities, referrals for services among the New Entities, etc.
2. That Tom Eversole, as President of Board of the Company, is hereby authorized and empowered to oversee and carry out all actions necessary or advisable to effectuate the purposes and intent of these Resolutions, including but not limited to the preparation of all agreements and authorizations necessary for final Director approval as required hereby.
 3. That the Directors be, and each of them hereby is, authorized and empowered to take any and all such further action, to execute and deliver any and all such further agreements, instruments, documents and certificates and to pay such expenses, in the name and on behalf of the Company or such officer, as any such officer may deem necessary or advisable to effectuate the purposes and intent of the resolutions hereby adopted, the taking of such actions, the execution and delivery of such agreements, instruments, documents and certificates and the payment of such expenses by any such officer to be conclusive evidence of his or her authorization hereunder and the approval thereof.
 4. That any and all actions taken by the officers of the Company to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, ratified and confirmed.

These Resolutions may be signed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument. These Resolutions shall be filed with the minutes of the proceedings of the Board of Directors.

Signature Page to Follow

DATED as of April 21, 2022.

By:

Print Name: Tom Eversole

By:

Print Name: Carl Bender

By:

Print Name: Carol Jones

By:

Print Name: Elsie Pamuk

By:

Print Name: Deborah Maggiora

By:

Print Name: Maggie Kaplan

By:

Print Name: Patty Brightman

By:

Print Name: Stephen Shubert

By:

Print Name: Susan Mazz