

RESOLUTIONS OF [NEIGHBORHOOD NAME] NEIGHBORHOOD ORGANIZATION

WHEREAS, it is deemed to be in the best interest of [Neighborhood Name] Neighborhood Organization (the "Organization") that it converts from an unincorporated association to a California nonprofit public benefit corporation.

NOW, THEREFORE, BE IT RESOLVED, that the officers of the Organization are authorized to adopt the Articles of Incorporation substantially in the form attached hereto as Exhibit A, together with such changes as the officers of the Organization may deem necessary or advisable in order to carry out the purposes of these resolutions, as the Articles of Incorporation of the Organization.

RESOLVED FURTHER, that the officers of the Organization are authorized to adopt the amended Bylaws substantially in the form attached hereto as Exhibit B, together with such changes as the officers of the Organization may deem necessary or advisable in order to carry out the purposes of these resolutions, as the Bylaws of the Organization following its incorporation.

RESOLVED FURTHER, that each of the officers of the Organization is authorized and directed to make such filings and applications as are required by the California Corporations Code, to execute and deliver such documents and instruments and to do such acts and things as such officer deems necessary in order to obtain such licenses, authorizations and permits as are necessary or desirable to fulfill such legal requirements as are applicable to complete the incorporation of the Organization, and to pay the necessary filing fees.

RESOLVED FURTHER, that each of the officers of the Organization is authorized to consult with tax and legal counsel to ascertain the availability of exemptions from taxation under federal and state tax codes and, if such exemptions are available, the officers of the Organization are, and each hereby is, authorized and directed to execute and file all necessary applications for exemptions from such taxes with the appropriate state and federal tax authorities, and to pay the necessary filing fees.

RESOLVED FURTHER, that the officers of the Organization be, and hereby are, authorized and directed to execute all documents and to take such action as they may deem necessary or advisable in order to carry out the purposes of these resolutions.