

**Resolutions Adopted by the Membership  
of  
North Indiana United Methodist Foundation, Inc.  
(Merger)**

**WHEREAS**, the Board of Directors of **North Indiana United Methodist Foundation, Inc.** ("**North Foundation**") desire to finalize negotiations and to enter into the Merger Agreement by and between North Foundation, United Methodist Foundation of Indiana, Inc. ("Indiana Foundation"), and United Methodist Foundation of South Indiana, Inc. ("South Foundation"), each being Indiana non-profit corporations and tax-exempt charitable organization (the "**Merger Agreement**"); and

**WHEREAS**, the membership of North Foundation is composed of North Indiana Annual Conference of United Methodist Church;

**WHEREAS**, the **Merger Agreement** provides that North Foundation, an Indiana nonprofit corporation and tax-exempt charitable organization, and South Foundation, an Indiana nonprofit corporation and tax-exempt charitable organization, shall be merged with and into Indiana Foundation, an Indiana nonprofit corporation and tax-exempt charitable organization, pursuant to the terms of the Articles of Merger and its attachments substantially in the form attached hereto as Exhibit A (the "Articles of Merger"), which are anticipated to be effective as of 12:01 a.m. on January 1, 2011, whereby as a result of the merger the separate corporate existence of North Foundation and South Foundation shall cease and Indiana Foundation shall continue as the surviving corporation of the merger, with IN U.M. Loan & Savings Ministry, Inc., a non-profit affiliate of North Foundation, by operation of law, becoming an affiliate of Indiana Foundation.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the proposed Articles of Merger are hereby adopted and approved by the membership of North Foundation; and

**FURTHER RESOLVED**, that the President of North Foundation is hereby authorized to enter into, for and on behalf of and in the name of North Foundation, any agreement amending or modifying the terms of any agreements, documents, instruments and certificates referred to in the preceding resolution, which agreements, documents, instruments and certificates shall be in such form and on such terms as the President of North Foundation may deem to be in the best interest of North Foundation to effect the resolutions adopted herein, such approval to be conclusively evidenced by his execution thereof; and

**FURTHER RESOLVED**, that any and all agreements, documents and instruments executed and delivered on behalf of North Foundation pursuant to the forgoing resolutions shall be deemed to be the act and deed of North Foundation and shall be binding and enforceable against it in all respects.

DATED: \_\_\_\_\_, 2010

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Secretary