

**CERTIFICATE OF ADOPTION OF RESOLUTIONS OF
THE BOARD OF DIRECTORS AND OF THE MEMBERS**

Both the directors (each, a “**Director**”) on the board of directors (the “**Board**”) of South Billings Urban Renewal Association, a Montana nonprofit corporation (the “**Association**”), and the members of the Association (the “**Members**”), are signing this certificate (the “**Certificate**”) as of February 5, 2019 (the “**Record Date**”).

The Association notified the Directors and the public about a Board meeting that would occur on the Record Date (the “**Board Meeting**”), which the Board held the Board unanimously approved resolutions:

- admitting these individuals as members of the Association (the “**Members**”): Chuck Barrett, Carolyn Rukstad and Scott Hanser
- waiving the membership fee and application process for those newly admitted Members;
- recommending that the Members adopt the Amended and Restated Articles of Incorporation of the Association and the Amended and Restated Bylaws of the Association, each dated as of the Record Date (the “**Governance Documents**”);
- approving: (1) a Memorandum of Understanding with the City of Billings (the “**MOU**”); (2) the Second Amendment to a Professional Services Contract with Zeier Consulting, LLC (the “**Amendment**”); and (3) a Repayment Agreement with Zeier Consulting, LLC (the “**Repayment Agreement**”);
- approving the Board’s President, on behalf of the Association, to negotiate, finalize and sign the MOU, Amendment and Repayment Contract on the condition that the Board must approve any material changes to the versions of those contracts the Board approved at the Board Meeting; and
- temporarily adjourning the Board Meeting to hold a Member meeting (the “**Member Meeting**”).

When the Board Meeting temporarily adjourned, the Board President called the Member Meeting to order and presided over it. Each Member was present at the Member Meeting and that presence constitutes a waiver of notice of the Member Meeting, which the Members acknowledge by signing this Certificate. At the Member Meeting, the Members unanimously approved resolutions:

- adopting the Governance Documents; and
- ending the Member Meeting and reconvening the Board Meeting.

After the Member Meeting ended, the Board President reconvened the Board Meeting. Each Director was present at the reconvened Board Meeting and that presence constitutes a waiver of notice of the Board Meeting, which the Directors acknowledge by signing this Certificate. At the reconvened portion of the Board Meeting, the Board unanimously approved a resolution:

- approving these individuals to continue to serve as Directors until their respective terms of office expire on the dates stated below:

<u>Name of Director:</u>	<u>Date Term Expires:</u>	<u>Category of Director:</u>
Sam Handley	February 1, 2020	Homeowner Director
Chuck Barrett	February 1, 2020	Member Director
Carolyn Rukstad	February 1, 2021	Member Director
Scott Hanser	February 1, 2022	Member Director
Debbie Keller	February 1, 2022	Homeowner Director

- approving the Board to: (1) solicit and review applications for the two vacant at-large Director positions; and (2) recommend two applicants to the Members for election to the Board, each of which will have initial terms of office expiring on February 1, 2021; and
- electing these Directors to continue to serve in the Board office (an "Office") appearing opposite the Director's name until the term of the Office expires:

<u>Name of Director:</u>	<u>Office Title:</u>	<u>Office Term Expires:</u>
Carolyn Rukstad	President	February 1, 2021
Scott Hanser	Vice President	February 1, 2022
Chuck Barrett	Secretary/Treasurer	February 1, 2020


The Directors and the Members are signing this Certificate as of the Record Date for the purposes stated above their respective signature blocks.

Regarding the resolutions the Directors approved at the Board Meeting:


South Billings Urban Renewal Association

By: 
Sam Handley, Director

By: 
Chuck Barrett, Director

By: 
Carolyn Rukstad, Director

By: 
Scott Hanser, Director

By: 
Debbie Keller, Director

Regarding the resolutions the Members approved at the Member Meeting:


Chuck Barrett, Member


Carolyn Rukstad, Member


Scott Hanser, Member