

## WALK IN THE WORD

### SECRETARY'S CERTIFICATE OF DIRECTORS' ACTION

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I, Janine Nelson duly appointed Secretary of Walk in the Word (the "Corporation"), a duly acting and constituted not-for-profit corporation organized under the laws of the State of Illinois, do hereby certify that the following Resolution of the Board of Directors of the Corporation was adopted on the 16th day of December 2010:

**WHEREAS**, the members of the Board of Directors of the Corporation (collectively the "Board," also referred to as the Board of Directors, and singularly the "Directors") wish to pay all liabilities of the Corporation and subsequently distribute certain of the remaining assets of the Corporation and license certain trademark and trademark names of the Corporation to Harvest Bible Chapel on or about January 1, 2011.

**WHEREAS**, upon the elimination of all liabilities and distribution of certain assets of the Corporation, the Board wishes for the Corporation to remain in a dormant state, but not cease to exist as a corporate entity;

**WHEREAS**, the Board wishes to authorize and direct Director and President James MacDonald to carry out the wishes of the Board in accordance with this Special Resolution.

Therefore, it is:

**RESOLVED**, that all liabilities and debts of the Corporation shall be paid, satisfied, and eliminated as soon as is practicable in preparation for a state of dormancy;

**FURTHER RESOLVED**, that upon the elimination and satisfaction of all liabilities of the Corporation, or the plan to do the same, the remaining assets not necessary to satisfy any remaining liabilities, or those that may subsequently become due, with the exception of the approximately one hundred thousand dollars (\$100,000) cash held by the Corporation, shall be donated to Harvest Bible Chapel of 800 Rohlwing Road, Rolling Meadows, Illinois 60008, a 501(c)(3) nonprofit corporation organized under the laws of the State of Illinois;

**FURTHER RESOLVED**, that Director and President James MacDonald is hereby authorized and directed to do any and all things that may become necessary or advisable and in the best interests of the Corporation, including, but not limited to, (i) the signing, executing, certifying to, verifying and acknowledging, delivering and accepting, any and all instruments and documents, and (ii) taking, or causing to be taken, any and all action in the name and on behalf of the Corporation, as in his judgment is necessary, desirable, or appropriate in order to consummate the transactions contemplated by or otherwise to effect the purposes of the foregoing resolutions, including, but not limited to, the satisfaction and payment of all liabilities, the donation of certain remaining assets to Harvest Bible Chapel, excluding the approximately one hundred thousand dollars (\$100,000) in cash held by the Corporation, and transition of the Corporation into a state of dormancy;

The President and the Secretary of Walk in the Word are hereby authorized, empowered, and directed to carry out this Resolution by whatever means necessary.

Attest:

  
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Janine Nelson Secretary

## HARVEST BIBLE CHAPEL

### SECRETARY'S CERTIFICATE OF DIRECTORS' ACTION

I, Fred Adams, duly appointed Secretary of Harvest Bible Chapel (the "Corporation"), a duly acting and constituted not-for-profit corporation organized under the laws of the State of Illinois, do hereby certify that the following Resolution of the Board of Directors of the Corporation was adopted on the 9<sup>th</sup> day of November 2010:

**WHEREAS**, the members of the Board of Directors of the Corporation (collectively the "Board," also referred to as the Board of Directors, and singularly the "Directors") wish to transition the ministry of Walk in the Word into a division of Harvest Bible Chapel;

**WHEREAS**, the Board wishes to receive all revenue and pay all expenses of Walk in the Word after this transition is consummated, while accounting for this new division separately;

**WHEREAS**, the Board wishes to authorize and direct a committee consisting of the current board of directors of Walk in the Word (hereafter referred to as the "Walk in the Word Board") to carry out the wishes of the Board in accordance with this Special Resolution;

**WHEREAS**, the Board wishes to amend the Bylaws of the Corporation in order to accommodate the Walk in the Word Board;

Therefore, it is:

**RESOLVED**, that the ministry of Walk in the Word shall become a division of Harvest Bible Chapel and its activities shall continue as such;

**FURTHER RESOLVED**, as permitted by the Bylaws of the Corporation, that a committee shall be created and shall be called the "Walk in the Word Board," and shall consist of the following individuals who shall serve in perpetuity until they resign or are removed or replaced:

James MacDonald	David Corning
Scott Pierre	Robert Jones
David Wisen	Mark DeMoss
David McKee	John MacDonald

**FURTHER RESOLVED**, that the Walk in the Word Board shall be responsible for and have the authority for all activities of Walk in the Word as a division of Harvest Bible Chapel. This authority and responsibility shall include, but shall not be limited to, the addition, replacement, or removal of any committee members of the Walk in the Word Board, and shall also include the authority to remove the activities of Walk in the Word from Harvest Bible Chapel if it is deemed necessary or advisable to do so. In the event that the Walk in the Word Board decides to remove the activities of Walk in the Word from Harvest Bible Chapel, Harvest Bible Chapel shall donate all assets under the Harvest Bible Chapel division of Walk in the Word, after all liabilities of the division are paid, back to Walk in the Word as a separate entity.

**FURTHER RESOLVED**, that Harvest Bible Chapel shall receive all revenues and pay all expenses of Walk in the Word after the transition, at which time the two ministries shall be one corporation known as Harvest Bible Chapel with certain activities operating under the Assumed Name of Walk in the Word;

**FURTHER RESOLVED**, that Article IX, Section A of the Bylaws of the Corporation are hereby amended to read as follows:

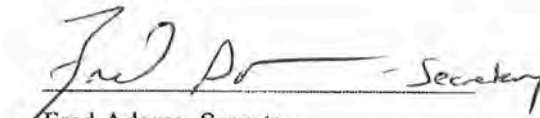
The Board of Elders will have power to appoint committees or councils for the purpose of conducting certain aspects of the corporate business not otherwise delegated. If any committee of the Board will have authority in excess of merely advising the Board of Elders, then that committee will have two or more Elders. Members of the committees may be any person deemed to be qualified by the Board who has actively demonstrated a willingness to work toward the goals of the Church. The term of office for committee or council members will be one year unless otherwise specifically designated in the resolution appointing the committee.

**FURTHER RESOLVED**, that Harvest Bible Chapel shall file for and obtain an Assumed Name Certificate of "Walk in the Word" through the Illinois Secretary of State;

**FURTHER RESOLVED**, that Director and President of the Corporation, as well as the Walk in the Word Board, is hereby authorized and directed to do any and all things that may become necessary or advisable and in the best interests of the Corporation, including, but not limited to, (i) the signing, executing, certifying to, verifying and acknowledging, delivering and accepting, any and all instruments and documents, and (ii) taking, or causing to be taken, any and all action in the name and on behalf of the Corporation, as in his judgment is necessary, desirable, or appropriate in order to consummate the transactions contemplated by or otherwise to effect the purposes of the foregoing resolutions.

The President and the Secretary of Harvest Bible Chapel are hereby authorized, empowered, and directed to carry out this Resolution by whatever means necessary.

Attest:

  
Fred Adams, Secretary