

It will be necessary that the consent of this Association be given.

WHEREAS, the SAN JOSE COUNTRY CLUB is an association of individuals organized together for social and athletic purposes, pursuant to the constitution and By-Laws heretofore adopted by said association;

AND WHEREAS, this is a regularly called and held meeting of the council of the said SAN JOSE COUNTRY CLUB;

AND WHEREAS, this SAN JOSE COUNTRY CLUB is the owner and holder of seven hundred and thirty-five (735) shares of the capital stock of the SAN JOSE GOLF AND COUNTRY CLUB, a corporation organized under the laws of the State of California;

AND WHEREAS, a new corporation has been brought into existence known as the SAN JOSE COUNTRY CLUB, a corporation duly organized under the laws of the State of California as a club for social and athletic purposes, and not a corporation for profit;

AND WHEREAS, it is deemed for the best interests of the said SAN JOSE GOLF AND COUNTRY CLUB and the SAN JOSE COUNTRY CLUB and the SAN JOSE GOLF CLUB that all of the interests, both proper and otherwise, of said clubs and said association be merged and vested in the said SAN JOSE COUNTRY CLUB;

AND WHEREAS, in order to effectuate said purpose in a proper and legal manner, it will be necessary for the said SAN JOSE GOLF AND COUNTRY CLUB to cause to be conveyed in a legal manner all of the properties owned by said SAN JOSE GOLF AND COUNTRY CLUB to the said SAN JOSE COUNTRY CLUB, in consideration of the said SAN JOSE COUNTRY CLUB assuming and agreeing to pay all of the outstanding and existing indebtedness of the said SAN JOSE GOLF AND COUNTRY CLUB, and to effectuate said purpose it will be necessary that the consent of this Association be given to such conveyance in the manner and form required by law;

said SAN JOSE GOLF AND COUNTRY CLUB, and to effectuate said purpose it will be necessary that the consent of this Association be given to such conveyance in the manner and form required by law;

THEREFORE, BE IT RESOLVED that the President and Secretary of this Club be, and they hereby are, authorized for and on behalf of this Club and in its name to give its written consent, as the owner and holder of Seven hundred and thirty-five (735) shares of the capital stock of the SAN JOSE GOLF AND COUNTRY CLUB, to the transfer as a whole of all of the properties, real and personal, of said SAN JOSE GOLF AND COUNTRY CLUB to the said SAN JOSE COUNTRY CLUB in consideration of the said SAN JOSE COUNTRY CLUB assuming and agreeing to pay all of the outstanding and existing indebtedness of the said SAN JOSE GOLF AND COUNTRY CLUB.

AND FURTHER, the said President and Secretary are authorized to do any and everything requisite and necessary to consummate said conveyance in a true and legal manner;

Said Preamble and Resolution being put to vote was un-animously carried by the members of said council present.

BE IT FURTHER RESOLVED that a certified copy of this Resolution shall be filed with the Secretary of the said SAN JOSE GOLF AND COUNTRY CLUB, which shall be sufficient authority for and on behalf of the said officers to represent, vote and give the consent of this Association as in said Resolution hereinbefore set forth.

Said Resolution was duly passed by the unanimous vote of all of council present.