

**CONSENT RESOLUTION OF THE MEMBERS OF
ASSOCIATED COUNTY EXTENSION COMMITTEES, INC.**

The undersigned, being at least 80% of the members of Associated County Extension Committees, Inc., a Wisconsin non-stock corporation (the “**Corporation**”), does, pursuant to the provisions of Sections 181.0704 of the Wisconsin Statutes, hereby consent to and adopt the following recitals and resolutions:

WHEREAS, the undersigned members desire to dissolve the Corporation;
and

WHEREAS, Section 181.1401 requires two-thirds of the members of a non-stock corporation to approve dissolution; and

WHEREAS, Section 181.0704 requires 80% of the members of a non-stock corporation to approve a resolution without a meeting; and

WHEREAS, the undersigned members have examined and hereby approve the attached Plan of Dissolution for the Corporation (the “**Plan**”).

NOW, THEREFORE, BE IT RESOLVED, that the Plan is hereby adopted and approved in all respects, and that the officers of the Corporation are authorized to perform all acts and execute all documents necessary or appropriate to execute the Plan and to carry out the intent thereof; and

BE IT FURTHER RESOLVED, that the officers of the Corporation are empowered, authorized and directed to execute and file articles of dissolution with the Wisconsin Department of Financial Institutions in accordance with the Wisconsin Statutes, and that the execution thereof by any officer shall be the act and deed of the Corporation; and

BE IT FURTHER RESOLVED, that the officers of the Corporation are empowered, authorized and directed to carry out the provisions of these resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the members hereunder and under the Plan; and

BE IT FURTHER RESOLVED, that the Board of Directors is authorized to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation.

This consent resolution may be executed in separate counterparts, each of which shall be deemed to be an original, and all counterparts shall constitute one instrument. Signatures transmitted by facsimile, portable document format (“**.pdf**”) or other electronic means shall be deemed to be original signatures for all legal and other purposes.

[Signature page follows.]

Dated this _____ day of _____, 2019.

Signature: _____

Print: _____