

I. RESOLUTIONS OF THE MEMBERS:

The following Resolutions were adopted by a majority of the Members present and voting at the Special Meeting of Members, a quorum being present throughout.

A. Adoption of Resolution Approving Plan of Merger.

The Chairman recounted and explained to the Members the recent developments related to the proposed merger (the “**Merger**”) of Living Hope Community Church (“**LHCC**”) and First Baptist Church of Doylestown (“**FBC-D**”)(LHCC and FBC-D referred to herein as the “**churches**”). He summarized the extensive discussions that have occurred between the leaders of the two churches over the past months and the work that had been done by the leadership and congregations of both churches leading up to this vote to affirm the Merger.

The Chairman confirmed that the Boards of Elders of both churches had unanimously voted to approve the Plan of Merger and to recommend to the congregations of both churches that they, in turn, ratify, affirm and approve the Plan of Merger as well.

Accordingly, and pursuant to a motion duly made and seconded, the following Resolutions were read by the Secretary and then adopted by the Members by written Ballot:

WHEREAS: In December, 2021, the churches jointly produced a Feasibility Report and Merger Framework for Living Hope Community Church and First Baptist Church of Doylestown (the “**Report**”), which Report concluded that the Merger would be feasible and desirable;

WHEREAS: The churches jointly developed a Plan Of Merger which has been developed in accordance with and subject to 15 Pa.C.S.A. Section § 332 and executed by the authorized leaders of both churches;

WHEREAS, as stated in Section 7(b)(1) of the Plan of Merger, “This Plan of Merger shall first be approved by a vote of the Boards of LHCC

and FBC-D prior to March 6, 2022, and such votes shall be recorded in the Minutes of the Boards of each church,” and accordingly the Plan of Merger was in fact approved by separate votes of the Boards of Elders of LHCC and FBC-D on March 4, 2022; and

WHEREAS, as stated in Section 7(b)(2) of the Plan of Merger, “After the approval of this Plan of Merger by the Boards of both LHCC and FBC-D, this Plan of Merger shall be promptly submitted to the members of each church, and must be approved by a vote of the members of LHCC and FBC-D at special meetings of the congregations of each church. Currently, both LHCC and FBC-D plan to have congregational meetings for membership vote to approve this Plan of Merger on March 20, 2022. Both LHCC's Bylaws and FBC-D's Bylaws require a quorum of voting members to be present in order to obtain a vote of affirmation. The Plan of Merger shall be adopted upon receiving the affirmative vote of at least a majority of the members entitled to cast votes who are present at the respective March 20, 2022 LHCC and FBC-D church member meetings.”

NOW THEREFORE, IT IS HEREBY:

RESOLVED, that the Members of LHCC hereby **APPROVE** and **ADOPT** the

Plan of Merger; and it is

FURTHER RESOLVED, that the Officers and other leaders and staff of LHCC are authorized, empowered and directed to take all actions, make all communications, and execute and submit all documents, deemed by them to be necessary or advisable to implement, carry out, cause and consummate the Merger of LHCC and FBC-D in accordance with the Plan of Merger and applicable law, and to implement, carry out, satisfy and fulfill these Resolutions and the Plan of Merger; and it is

FURTHER RESOLVED, that LHCC shall be bound and governed by the terms, conditions and provisions of the Plan of Merger, including those provisions dealing with any designated and restricted funds of

FBC-D, and the leadership of LHCC shall comply with the lawful requirements of the Attorney General's Office.

I hereby certify that the foregoing is a true and correct copy of actions taken by the Members of Living Hope Community Church, a Pennsylvania nonprofit corporation, at the Special Meeting of Members duly held on March 20, 2022.