

Resolutions of Merger

by the Members of

The Bay Church

The undersigned, being the duly authorized secretary of The Bay Church, a California nonprofit religious corporation (“TBC”), hereby certifies that on April 30, 2023, at the annual meeting of the Active Members of TBC that was duly called and held and at which the requisite quorum was present, the following recitals and resolutions were adopted and approved by a majority of the quorum:

WHEREAS, the Board of Directors of TBC (also known as the Church Board) has approved and recommended a merger (the “Merger”) with Faith Chapel Assembly of God of Pleasanton, a California nonprofit religious corporation (“FC”), so that TBC is the surviving corporation and FC is the merging corporation, pursuant to an Agreement of Merger substantially in the form attached hereto as Exhibit A (the “Merger Agreement”); and

WHEREAS, the Board of Directors of TBC has approved and recommended that the members of FC immediately preceding the Merger (the “FC Members”) will, at the effective time of the Merger, become members of TBC and deemed to have met all requirements of “Transfer Members” under Article I of the Bylaws of TBC.

NOW, THEREFORE, BE IT RESOLVED, that the Merger, the Merger Agreement, and the admission of the FC members as members of TBC at the effective time of the Merger are hereby authorized and approved.

RESOLVED FURTHER, that any officer of TBC is hereby authorized and empowered to take any actions and sign any documents and instruments that such officer shall deem necessary or desirable to effect the purposes of the foregoing resolution.

Date: April 30, 2023

Daniel Watt, Secretary