

**RESOLUTIONS OF THE BOARD OF TRUSTEES  
OF  
ROBISON JEWISH HOME**

The following is a true and correct copy of the resolutions adopted at a duly called meeting of the Board of Trustees of Robison Jewish Home, an Oregon nonprofit corporation doing business as Cedar Sinai Park ("CSP"), held on \_\_\_\_\_, 2015, at which meeting a quorum of Trustees was present and voting throughout:

WHEREAS, CSP is the sole member of CSP-O'Brien, Inc., an Oregon nonprofit corporation ("CSP-OB"); and

WHEREAS, the Board of Directors of CSP-OB approved the distribution of CSP-OB's assets and dissolution of CSP-OB (the "Dissolution") in accordance with the Plan of Dissolution attached hereto as Exhibit A; and

WHEREAS, CSP desires to approve the Dissolution; and

WHEREAS, Oregon Revised Statutes 65.624 requires that the Dissolution be approved by CSP-OB's member; and

WHEREAS, the Board of Directors of CSP-OB has recommended the Dissolution and Plan of Dissolution to the Board of Trustees of CSP for approval.

NOW, THEREFORE, BE IT RESOLVED, that Board of Trustees of CSP approves the Dissolution and Plan of Dissolution;

BE IT FURTHER RESOLVED, that the Board of Directors and Officers of CSP-OB be and hereby are authorized and directed to execute the Dissolution, including the filing of Articles of Dissolution with the Secretary of State of the State of Oregon;

BE IT FURTHER RESOLVED, that all actions previously taken by the Board of Directors and Officers of CSP-OB with respect to the Dissolution are hereby ratified and confirmed;

The above resolutions are enacted in accordance with the Articles of Incorporation and Bylaws of CSP and the laws of the State of Oregon; the Trustees of CSP have full power and authority to bind CSP pursuant to the foregoing Resolutions; and the Resolutions are in full force and effect and have not been altered, modified or rescinded.

IN WITNESS WHEREOF, I have affixed my name as Secretary of this Corporation this \_\_\_<sup>th</sup> day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Elizabeth Rabiner Lippoff, Secretary

**EXHIBIT A**  
**Plan of Dissolution**