

**CONSENT  
IN LIEU OF ORGANIZATIONAL MEETING  
OF THE SOLE INCORPORATOR OF  
ESSEX COUNTY ESTATE PLANNING COUNCIL, INC.**

The undersigned, being the Sole Incorporator of the Essex County Estate Planning Council, Inc. (the "Corporation"), at its organizational meeting, hereby takes the actions set forth below:

VOTED: That the Incorporator approves the Articles of Organization and By-laws attached hereto and such Articles of Organization and By-laws shall be filed with the Corporation's other permanent records.

VOTED: That the initial Board of Directors shall consist of nine (9) directors who are hereby elected as the initial directors, and shall serve in accordance with the By-laws until their successors shall be duly elected and shall qualify:

Edward F. Cahill  
Francis P. (Mike) Garvan  
John Gebauer  
Warren E. Goodwin  
Heidi L. Hanson  
Steve Mooney  
Thomas E. Peckham  
Stephen Di Gregorio  
Paul Tomassini

VOTED: That the following persons shall be elected to the offices set beside their name in accordance with the By-Laws and until their successors are duly elected and qualified:

President	-	Thomas B. Anthony
First Vice President	-	Robert A. Gurman
Second Vice President	-	Melissa P. Walsh
Clerk	-	Ellen M. Winkler
Treasurer	-	David Strachan
Past President	-	Patricia Beckwith

VOTED: The Corporation's officers, are authorized to take all steps necessary to apply to the Internal Revenue Service for exemption from federal income taxes pursuant to IRC 170(c) and 501(c)(6).

VOTED: That the Corporation adopts the Conflict of Interest Policy attached hereto.

- VOTED: That the Corporation adopts the Whistleblower Policy attached hereto.
- VOTED: That the Corporation adopts the Personal Information Security Plan and Policy attached hereto.
- VOTED: That the Treasurer is authorized and directed to open one or more bank accounts for the Corporation. The resolutions required by the bank for opening such account and making drafts thereon and authorizing the President and Treasurer to sign drafts and checks are hereby approved and adopted.
- VOTED: That this Consent shall be filed with the records of the Corporation, and any action set forth herein shall be treated for all purposes as an action duly taken at a meeting of the Incorporator.

Dated: 10/25/, 2011

  
Thomas B. Anthony, Incorporator

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