

ESSEX COUNTY ESTATE PLANNING COUNCIL

MEETING OF BOARD OF DIRECTORS

MINUTES OF MEETING

September 21, 2011

A meeting of the Directors of the Essex County Estate Planning Council (the "Association") was held on September 21, 2011, at the office of the Association at 58 Atlantic Ave., Marblehead, MA 01945, at 10 a.m., all Directors being present, and Thomas B. Anthony by unanimous consent presiding.

On motion duly made and seconded, it was unanimously:

VOTED: That the Board of Directors has determined that it is in the best interest of the Association that the Association form a non-profit corporation in Massachusetts to be named "Essex County Estate Planning Council, Inc." (the "Corporation"), and that the Association assign to the Corporation all of the Association's rights, title and interest in and to the Association's assets and liabilities, pursuant to the terms of the Bill of Sale and Assignment and Assumption Agreement attached hereto (the "Agreement");

VOTED: That the Agreement is hereby approved;

VOTED: That Thomas B. Anthony, as president of the Association, is hereby authorized and directed, on behalf of the Association, to execute the Agreement and any and all other documents required, and to take any and all other steps deemed necessary or desirable, including but not limited to, filing the Articles of Organization of the Corporation with the Secretary of the Commonwealth of Massachusetts, in his discretion in order to effect the Agreement and carry out the terms and conditions thereof, and to carry out the actions voted on herein; and

VOTED: That each member of the Board of Directors hereby waives any and all notice requirements in connection with the transactions set forth herein.

There being no further business to come before the meeting it was, upon motion duly made and seconded, unanimously.

VOTED: To adjourn.

ADJOURNED.

A true record,

ATTEST:


Ellen M. Winkler, Clerk