**RESOLUTION OF THE ASSEMBLY OF RESPRESENTATIVES OF**

**FEDERATION OF EARTH SCIENCE INFORMATION PARTNERS**

Pursuant to Title 29 Business Organizations of the Code of the District of Columbia (the “Code”), at a meeting of the Assembly of Representatives (the “Assembly”) of the Federation of Earth Science Information Partners, a District of Columbia unincorporated nonprofit association (the “Federation”), the following resolutions were adopted:

**MERGER**

**WHEREAS,** on or about even date hereof, the board of directors (the “Board”) of the Foundation for Earth Science Information Partners, a District of Columbia nonprofit corporation (the "Corporation"), approved merging with the Federation (the “Merger”), with the Corporation as the surviving entity in the Merger, and with the Federation as the disappearing entity in the Merger;

**WHEREAS,** the membership of the Federation acts, exclusively, at meetings of the designated representatives of each voting member, which meetings are known as the Assembly of Representatives (the “Assembly”), and the Assembly serves as the governing body of the Federation;

**WHEREAS,** the voting members of the Federation, acting as the Assembly, have determined that it is in the best interest of the Federation to merge the Federation with the Corporation, with the Corporation as the surviving entity in the Merger, and with the Federation as the disappearing entity in the Merger; and

**WHEREAS,** Section 29–202.03(a)(1) of the Code requires that the Assembly and the Board, as the governing bodies of the Federation and Corporation, respectively, each approve a Plan of Merger (as defined, below), and Section 29-202.05(a) of the Code requires that the Assembly and the Board each cause authorized representatives to sign a Statement of Merger (as defined, below) to be filed with the District of Columbia Department of Consumer and Regulatory Affairs, Corporations Division (the “Department”).

**RESOLVED,** that the voting members of the Federation, as the Assembly, approve (a) the merger of the Federation with and into the Corporation, with the Corporation as the surviving entity and the Federation as the disappearing entity, pursuant to the terms and conditions of the Agreement and Plan of Merger attached hereto as Exhibit A (the “Plan of Merger”), and (b) the Statement of Merger on Form GN-7 attached hereto as Exhibit B (the “Statement of Merger”).

**FURTHER RESOLVED,** that President Emily Law (“Law”) is authorized to negotiate and finalize an execution version of the Plan of Merger and Statement of Merger.

**FURTHER RESOLVED,** that Law, acting alone or with any other member of this Assembly, is hereby authorized to and shall execute the execution version of both (a) the Plan of Merger in accordance with Section 29–202.03(a)(1) of the Code and (b) the Statement of Merger in accordance with section 29–202.05(a) of the Code, provided that the principal terms thereof do not materially differ from the terms of Exhibit A and Exhibit B, respectively.

**FURTHER RESOLVED,** that Law, acting alone or with any other member of this Assembly, is authorized and directed to file the Statement of Merger with the Department.

**ADMISSION OF MEMBERS OF FEDERATION**

**WHEREAS,** the board of directors of the Corporation has determined that it is in the best interest of the Corporation to convert the memberships in the Federation of the constituent stakeholders of the Assembly into memberships in the Corporation; and

**WHEREAS,** the constituent stakeholders of the Assembly desire to convert their memberships in the Federation into memberships in the Corporation.

**RESOLVED,** that the memberships in the Federation of the constituent stakeholders of the Assembly shall be converted into memberships in the Corporation as provided in the Plan of Merger.

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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Emily Law, President

**Exhibit A**

**PLAN OF MERGER**

**(see following attached)**

**Exhibit B**

**STATEMENT OF MERGER (FORM GN-7)**

**(see following attached)**