

**NAMI (formerly known as National Alliance on Mental Illness)**

**MINUTES OF A MEETING HELD BY THE MEMBERS**

The members of NAMI (the “Members”), a Missouri nonprofit corporation (the “Corporation”), acting pursuant to Section 355.231 of the Missouri Nonprofit Corporation Law (the “Law”), adopted the following resolutions at a meeting duly noticed and held on July 18, 2020:

**I.  
APPROVAL OF REINCORPORATION**

WHEREAS, the Corporation is currently domiciled and incorporated in the state of Missouri;

WHEREAS, the board of directors of the Corporation has determined that it is advisable and in the best interests of the Corporation and its members to change the Corporation’s state of domicile and reincorporate the Corporation in the state of Arizona (the “Reincorporation”) so as to enable the Corporation to take advantage of more favorable governance laws and regulations applicable to nonprofit corporations;

WHEREAS, a new corporation will be formed in the state of Arizona, also by the name of NAMI, formally incorporated in Arizona as “NAMI National” (the “New Corporation”), to effectuate the Reincorporation, which will occur through the merger of the Corporation with and into the New Corporation (the “Merger”), with the New Corporation being the surviving company in the Merger, pursuant to the terms and subject to the conditions set forth in the merger agreement attached hereto as **Exhibit A** (the “Merger Agreement”);

WHEREAS, in connection with the Reincorporation, and pursuant to the terms and conditions set forth in the Merger Agreement, the New Corporation will be established, and its regulations and affairs will be governed, by the form of articles of incorporation (the “Articles”) and the form of bylaws (the “Bylaws”) attached to the Merger Agreement thereto as Exhibit A and Exhibit B, respectively;

WHEREAS, in connection with the Reincorporation, and by virtue of the occurrence of the Merger, the Members of the Corporation will cease to be Members of the Corporation and will become Members of the New Corporation;

WHEREAS, Section 355.626 of the Law requires the Merger Agreement to be approved by the Members of the Corporation by two-thirds of the votes cast or a majority of the voting power, whichever is less; and

WHEREAS, the Members have reviewed the Merger Agreement, including the proposed drafts of the Articles and the Bylaws attached to the Merger Agreement to be used to form the New Corporation, and have determined that it is in the best interests of the Corporation to authorize, approve and ratify the Merger Agreement, and to effectuate the Reincorporation of

the Corporation through the consummation of the Merger, pursuant to the terms and subject to the conditions set forth in the Merger Agreement;

NOW, THEREFORE, BE IT RESOLVED, that it is in the best interests of the Corporation, and for the Corporation's benefit, to enter into the Merger;

RESOLVED FURTHER, that, the Merger Agreement, is hereby adopted and approved in all respects;

RESOLVED FURTHER, that, the officers of the Corporation, be and hereby are authorized, empowered, and directed in the name of and on behalf of the Corporation, to execute and deliver, in the name of the Corporation and perform all its obligations under the Merger Agreement, and any other document, instrument or agreement entered into in connection with the foregoing, together with such amendments thereto or changes therein, and to the exhibits thereto, and to take any and all steps necessary to consummate the Reincorporation of the Corporation through consummation of the Merger, including but not limited to, forming the New Corporation through the filing of the Articles with the Arizona Corporation Commission - Corporations Division, and submitting Form 1023, *Application for Recognition of Exemption Under Section 501(c)(3)*, for and on behalf of, the New Corporation with the Internal Revenue Service, in order to obtain its exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and to report the Merger on the Corporation's federal informational return and otherwise as appropriate, and to notify and make any and all necessary filings and disclosures regarding the Merger with the proper governmental authorities.

## **II** **FILING**

BE IT RESOLVED, that the Secretary of the Corporation is hereby directed to file and maintain these minutes of the foregoing proceedings of the Members with the corporate records of the Corporation.

*(Secretary's certificate follows)*

## **CERTIFICATE OF SECRETARY**

I, the undersigned, hereby certify:

That I am the duly elected, qualified and acting Secretary of NAMI, a Missouri nonprofit corporation (the "Corporation"); and

That the foregoing minutes of the Corporation accurately reflect the discussion held and resolutions adopted at a duly noticed meeting of the members of the Corporation held on the date first above written and attended by at least the required quorum of the members of the Corporation.

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(to be elected on or before July 18, 2020)  
Secretary

## **EXHIBIT A**

### Merger Agreement