

RESOLUTION NO. HWF-2020-001

RESOLUTION OF THE BOARD OF DIRECTORS OF DESERT HOT SPRINGS HEALTH AND WELLNESS FOUNDATION RELATING TO WINDING UP AND DISSOLUTION OF THE CORPORATION

WHEREAS, we, the Board of Directors of Desert Hot Springs Health and Wellness Foundation ("Corporation"), a California nonprofit public benefit corporation, held a special meeting on June 8, 2020, via Zoom at 1:00 P.M.; and

WHEREAS, the following Directors were present at the meeting:

- 1) Russell Betts
- 2) Conrado Barzaga
- 3) Gary Gardner
- 4) Scott Matas
- 5) Charles Maynard; and

WHEREAS, the meeting was publicly noticed and the Board of Directors took the below actions by unanimous consent; and

WHEREAS, the purpose of the meeting was to consider the winding up and dissolution of the Corporation; and

WHEREAS, pursuant to section 6610 of the California Corporations Code, a majority of the Board of Directors may authorize the voluntary wind up and dissolution of this Corporation because the Corporation has no members; and

WHEREAS, the Board of Directors has unanimously determined that it is in the best interests of this Corporation that it be wound up and dissolved.

NOW, THEREFORE, THE BOARD of directors of the Corporation DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. RECITALS

The above recitals are hereby incorporated herein.

Section 2. RESOLUTIONS

- a. That the Board of Directors hereby unanimously elects to wind up and dissolve this Corporation.
- b. That the Board of Directors and officers are authorized and directed to take all appropriate actions to wind up and dissolve this Corporation. In particular, the Board of Directors delegates all wind down authority to Charles L. Maynard, or his designee, who shall and does have the power to negotiate and execute any and all documents needed to effectuate the winddown and dissolution of the Corporation.

- c. That the Board of Directors determines that upon dissolution after payment of debts, the assets of the Corporation are to be transferred to City of Desert Hot Springs.
- d. That the officers are authorized and directed to file all final tax returns.
- e. That, on commencement of the proceedings to wind up the Corporation, the officers or directors of this Corporation are hereby authorized and directed to prepare, execute, and file such other documents and take such other action as may be necessary or reasonable to complete the dissolution and wind up the Corporation's affairs, including the filing of a Certificate of Dissolution as required by Section 6615 of the Corporations Code of California. In particular, the Board of Directors delegates all wind down authority to Charles L. Maynard, or his designee, who shall and does have the power to negotiate and execute any and all documents needed to effectuate the winddown and dissolution of the Corporation.

Section 3. CERTIFICATION

The Clerk of the Board shall certify to the passage and adoption of this Resolution.

Section 4. SEVERABILITY

That if any provision, section, paragraph, sentence or word of this Resolution be rendered or declared invalid by any final court action in a court of competent jurisdiction or by reason of any preemptive legislation, the remaining provisions, sections, paragraphs, sentences or words of this Resolution as hereby adopted shall remain in full force and effect.

Section 5. EFFECTIVE DATE

That this Resolution shall take effect immediately, or as otherwise provided by law.

PASSED AND ADOPTED by the Board of Directors of the Desert Hot Springs Health and Wellness Foundation at a regular meeting duly held on the 8th day of June, 2020, by the following vote:

AYES:

NAYS:

ABSENT:

ATTEST:

Jerryl Soriano, City Clerk

APPROVED:

Scott Matas, Chairman