

**World Tenpin Bowling Association
WTBA Congress 15-16 December 2015
Agenda item 12.1.1 Resolution - Statutes**

12.1.1 RESOLUTION – WTBA CONGRESS

WHEREAS, it is proposed for Federation Internationale Des Quilleurs, a Colorado nonprofit corporation (“FIQ”), to merge with and into World Tenpin Bowling Association, a Texas nonprofit corporation (the “Company”), with the Company as the surviving entity (the “Merger”); and

WHEREAS, the Board of Directors (the “Board”) of the Company, after careful analysis and consideration of the Company’s mission and purposes and after examination of the available alternatives, has determined that the Merger is in the best interests of the Company.

NOW, THEREFORE BE IT RESOLVED, that the Merger be, and it hereby is, authorized, adopted and approved;

RESOLVED FURTHER, that the Agreement and Plan of Merger, by and between the Company and FIQ, in substantially the form attached hereto as Exhibit A (the “Plan of Merger”), be, and it hereby is, authorized, adopted and approved;

RESOLVED FURTHER, that the officers of the Company be, and each of them individually hereby is, authorized, empowered and directed to submit the Plan of Merger to the Company’s members for approval by such members in a manner consistent with the provisions of applicable law;

RESOLVED FURTHER, that the Board recommends to the members of the Company that they approve the Plan of Merger;

RESOLVED FURTHER, that upon approval of the Plan of Merger by the members of the Company, the officers of the Company be, and each of them individually hereby is, authorized to take such actions and execute such documents as any such officer deems necessary and appropriate to accomplish the intent and purpose of these resolutions, including without limitation executing the Plan of Merger (with such changes and modifications thereto as the officer executing the same on behalf of the Company shall approve, such approval to be conclusively evidenced by the execution and delivery thereof), causing to be prepared a Certificate of Merger and the execution, delivery and filing of the Certificate of Merger with the Secretary of State of the State of Texas; and

RESOLVED FURTHER, that the officers of the Company be, and each of them individually hereby is, authorized on behalf of the Company to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.