RESOLUTION OF THE BOARD OF DIRECTORS
OF
FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY
TO
ADOPT A PLAN OF MERGER

Upon motion duly made, seconded and carried, the following resolution was adopted by the affirmative, unanimous vote of the Board of Directors present at a Meeting of the Corporation convened at the Holiday Inn Johnstown-Gloversville, 308 North Comrie Avenue, Johnstown, New York, on the 26th day of March in the year 2012 at 4:00 p.m., upon the proper issuance of notice of said meeting to all those entitled to cast ballots thereat, a quorum being present at such time:

BE IT RESOLVED, that the PLAN OF MERGER of **FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY** and **MONTGOMERY COUNTY CHAMBER OF COMMERCE**, designated as Merger Plan "A," a copy of which is annexed hereto, be and the same is hereby adopted and a Special Meeting of the Membership be called for the purpose of their adoption and approval at such time as may be practicable.

FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY

By: _____ Dated: 26th Day of March, 2012
Secretary, Board of Directors Gloversville, New York

RESOLUTION OF THE BOARD OF DIRECTORS
OF
MONTGOMERY COUNTY CHAMBER OF COMMERCE
TO
ADOPT A PLAN OF MERGER

Upon motion duly made, seconded and carried, the following resolution was adopted by the affirmative vote of more than a two-thirds (2/3) majority of the Board of Directors present at a Meeting of the Corporation convened at 1166 Riverfront Center, Amsterdam, New York, on the 27th day of March in the year 2012, at 4:00 p.m., upon the proper issuance of notice of said meeting to all those entitled to cast ballots thereat, a quorum being present at such time:

BE IT RESOLVED, that the PLAN OF MERGER of **FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY** and **MONTGOMERY COUNTY CHAMBER OF COMMERCE**, designated as Merger Plan "A," a copy of which is annexed hereto, be and the same is hereby adopted and a Special Meeting of the Membership be called for the purpose of their adoption and approval at such time as may be practicable.

MONTGOMERY COUNTY CHAMBER OF COMMERCE

By: _____ Dated: 27th Day of March 2012
Secretary, Board of Directors _____, New York

RESOLUTION OF THE MEMBERS
OF
FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY
TO
ADOPT A PLAN OF MERGER

Upon motion duly made, seconded and carried, the following resolution was adopted by the affirmative vote of more than a two-thirds (2/3) majority of the Members present at a Special Meeting of the Corporation convened at the Holiday Inn Johnstown-Gloversville, 308 North Comrie Avenue, Johnstown, New York, on the 26th day of April in the year 2012 at 4:00 p.m.,, upon the proper issuance of notice of said meeting to all those entitled to cast ballots thereat, a quorum being present at such time:

BE IT RESOLVED, that pursuant to the recommendation of the Board of Directors that the PLAN OF MERGER of **FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY** and **MONTGOMERY COUNTY CHAMBER OF COMMERCE**, designated as Merger Plan "A," a copy of which is annexed hereto, be and the same is hereby adopted and approved.

FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY

By: _____ Dated: 26th Day of April 2012
Secretary, Board of Directors _____, New York

RESOLUTION OF THE MEMBERS
OF
MONTGOMERY COUNTY CHAMBER OF COMMERCE
TO
ADOPT A PLAN OF MERGER

Upon motion duly made, seconded and carried, the following resolution was adopted by the affirmative vote of more than a two-thirds (2/3) majority of the Members present at a Special Meeting of the Corporation convened at 1166 Riverfront Center, Amsterdam, New York, on the 26th day of April in the year 2012, at 4:00 p.m., upon the proper issuance of notice of said meeting to all those entitled to cast ballots thereat, a quorum being present at such time:

BE IT RESOLVED, that pursuant to the recommendation of the Board of Directors that the PLAN OF MERGER of **FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY** and **MONTGOMERY COUNTY CHAMBER OF COMMERCE**, designated as Merger Plan "A," a copy of which is annexed hereto, be and the same is hereby adopted and approved.

MONTGOMERY COUNTY CHAMBER OF COMMERCE

By: _____ Dated: 26th Day of April 2012
Secretary, Board of Directors _____, New York

This Proxy is Solicited on Behalf of the Board of Directors of
FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY

Revocable Proxy

BE IT KNOWN TO ALL PERSONS, that I, _____, residing at _____, City/Town of _____, County of Fulton, State of New York, being a member of **FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY** do hereby constitute and appoint Terri Easterly, Chair of **FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY** or her designee, or each or any of them, with full power of substitution, as proxies to appear and vote in the name of the undersigned, at a Special Meeting of Members of the Corporation to be held at the Holiday Inn Johnstown-Gloversville, 308 North Comrie Avenue, Johnstown, New York, at 4:00 p.m. on the 26th day of April in the year 2012, or at any and all adjournments thereof, for the purpose of completing certain Corporation business:

BE IT RESOLVED, that the PLAN OF MERGER of **FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY** and **MONTGOMERY COUNTY CHAMBER OF COMMERCE**, designated as Merger Plan "A," a copy of which is annexed hereto, be and the same is hereby adopted and approved.

YES: _____ **NO: _____**

This proxy agreement must be provided to Chair or her designee at the aforementioned meeting. The Chair, or her designee, shall ensure that one of the above named proxies casts one (1) vote for the Member represented by this agreement as herein specified.

This proxy agreement shall expire of its own weight after the aforementioned meeting, or any proper postponement thereof, occurs. It may be revoked by the written action of the Signatory Member at any time prior to the meeting for which it is meant being called to order.

Dated: _____, 2012 Sign: _____

This Proxy Agreement must be <u>received</u> no later than April 26th @ 3:30pm

Mail to: 2 North Main Street, Gloversville, New York 12078

Scan and Email to: info@fultoncountyny.org
Or fax to Fax: (518) 725-0643

CHAMBER MEMBER BUSINESS NAME: _____

This Proxy is Solicited on Behalf of the Board of Directors of
MONTGOMERY COUNTY CHAMBER OF COMMERCE

Revocable Proxy

BE IT KNOWN TO ALL PERSONS, that I,_____, residing at _____, City/Town of _____, County of Montgomery, State of New York, being a member of **MONTGOMERY COUNTY CHAMBER OF COMMERCE** do hereby constitute and appoint Brennen Parker, Chair of **MONTGOMERY COUNTY CHAMBER OF COMMERCE** or his designee, or each or any of them, with full power of substitution, as proxies to appear and vote in the name of the undersigned, at a Special Meeting of Members of the Corporation to be held at 1166 Riverfront Center, Amsterdam, New York, at 4:00 p.m. on the 26th day of April in the year 2012, or at any and all adjournments thereof, for the purpose of completing certain Corporation business:

BE IT RESOLVED, that the PLAN OF MERGER of **FULTON COUNTY REGIONAL CHAMBER OF COMMERCE & INDUSTRY** and **MONTGOMERY COUNTY CHAMBER OF COMMERCE**, designated as Merger Plan "A," a copy of which is annexed hereto, be and the same is hereby adopted and approved.

YES: _____ **NO: _____**

This proxy agreement must be provided to the Chair or his designee at the aforementioned meeting. The Chair or his designee, shall ensure that one of the above named proxies casts one (1) vote for the Member represented by this agreement as herein specified.

This proxy agreement shall expire of its own weight after the aforementioned meeting, or any proper postponement thereof, occurs. It may be revoked by the written action of the Signatory Member at any time prior to the meeting for which it is meant being called to order.

Dated: _____, 2012 Sign: _____

This Proxy Agreement must be <u>received</u> no later than April 26th @ 3:30pm

Mail to: 1166 Riverfront Center
Amsterdam, NY 12010

Scan and Email to:
chamber@montgomerycountyny.com
Or fax to FAX (518) 684-0111

CHAMBER MEMBER BUSINESS NAME: _____