

**ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
TENNEY-LAPHAM CORPORATION, INC.**

AGREEMENT AND PLAN OF MERGER

WHEREAS, there has been presented to the Board of Directors of Tenney-Lapham Corporation, Inc. (the "Corporation") a form of Plan of Merger, in substantially the form attached hereto as *Exhibit A* (the "Plan of Merger"), between the Corporation and Tenney-Lapham Neighborhood Association, Inc., a Wisconsin nonstock corporation (the "Association"), and a form of Articles of Merger, in substantially the form attached hereto as *Exhibit B* (the "Articles of Merger"), pursuant to which the Association will merge with and into the Corporation, with the Corporation continuing as the surviving entity (the "Merger"); and

WHEREAS, the Board desires to approve the Plan of Merger, the Articles of Merger and the transactions contemplated thereby, including the Merger, and has unanimously determined that the Plan of Merger, the Articles of Merger and the transactions contemplated thereby, including the Merger, are consistent with and in furtherance of the purposes of the Corporation and advisable to, fair to and in the best interests of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Plan of Merger and the Articles of Merger be, and they hereby are, adopted and approved in all respects; and

RESOLVED FURTHER, that the officers of the Corporation be, and each individually hereby is, authorized in the name and on behalf of the Corporation, to execute the Plan of Merger and to perform all of the agreements and obligations of the Corporation under the Plan of Merger, including the negotiation and execution of such other documents, certificates, instruments or agreements to be delivered in connection therewith or pursuant thereto and to consummate the transactions contemplated thereby, including the Merger, with such changes thereto as shall be deemed necessary, appropriate and advisable by any such officer, the execution thereof by any such officer to be conclusive evidence of the approval by such officer of such changes and additions.

RATIFICATION OF PRIOR ACTS

FURTHER RESOLVED, that any and all actions heretofore taken or caused to be taken by any officer of the Corporation, or their respective designees, consistent with tenor and purport of the foregoing resolutions, are hereby ratified, confirmed and approved in all respects by and on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of the Corporation have executed this Action by Written Consent in counterparts effective as of Dec 17, 2018.

Patrick McDonnell
Patrick McDonnell

Cheryl Wittke
Cheryl Wittke