

CHABOT-LAS POSTIAS COMMUNITY COLLEGE DISTRICT

RESOLUTION NO. 11-1011

RESOLUTION OF THE BOARD OF DIRECTORS OF THE  
CHABOT-LAS POSITAS COMMUNITY COLLEGE DISTRICT FINANCING  
CORPORATION, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION,  
RELATING TO THE WINDING UP AND DISSOLUTION OF THE CORPORATION

WHEREAS, the Board of Directors of the Chabot-Las Positas Community College District Financing Corporation, a nonprofit mutual benefit corporation, held a special meeting at 5020 Franklin Drive, Pleasanton, California 94588, on May 17, 2011. The following directors were present at the meeting:

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

WHEREAS, a majority of the board of directors may authorize the voluntary dissolution of this corporation because the corporation has no members; and

WHEREAS, all the directors have determined that it is in the best interests of this corporation that it be wound up and dissolved.

RESOLVED, the board of directors and officers are authorized and directed to take all appropriate actions to wind up and dissolve this corporation.

RESOLVED, the board of directors and officers are authorized and directed to execute, verify and file a certificate of election to wind up and dissolve with the California Secretary of State in accordance with Corporations Code section 6611.

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RESOLVED, the board of directors and officers are authorized to file a copy of the certificate of election to wind up and dissolve with the California Attorney General and to request written confirmation that the corporation has no assets.

RESOLVED, the board directors and officers are authorized and directed to execute any instrument 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 with the California Secretary of State in accordance with Corporations Code section 6615.

PASSED AND ADOPTED by the Chabot-Las Positas Community College District Financing Corporation Board of Directors at its special meeting on May 17, 2011 held at Pleasanton, California, by the following roll call vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

There being no further business to come before the Board of Directors, the meeting was adjourned on motion duly made, seconded and unanimously carried.

May 17, 2011

\_\_\_\_\_  
President, Board of Directors

\_\_\_\_\_  
Treasurer/Chief Financial Officer,  
Board of Directors

I, Secretary of the Board of Directors of Chabot-Las Positas Community College District Financing Corporation, Alameda County, State of California, certify that the foregoing is a full, true and correct copy of a resolution adopted by the said Board at a special meeting thereof held at a regular public place of meeting and the resolution is on file in the office of said Board.

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Secretary, Board of Directors