

**RESOLUTION OF THE MEMBERS OF
TEMPLE RODEPH TORAH**

WHEREAS, after careful consideration, the Board of Trustees (called the Board of Directors in the By-Laws) (hereinafter, the “Board”) of Temple Rodeph Torah, a non-profit corporation of the State of New Jersey (the “Temple”) determined that it is in the best interest of the Temple to merge (the “Merger”) with and into Temple Shaari Emeth, a New Jersey non-profit corporation (“TSE”); and

WHEREAS, the merger is to be accomplished substantially in accordance with the terms and condition contained in that Agreement of Merger by and among the Temple and TSE (the “Merger Agreement”) and a Plan of Merger (the “Plan of Merger”); and

WHEREAS, the Board has carefully reviewed the Merger Agreement and the Plan of Merger presented to it; and

WHEREAS, in accordance with the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 et. seq. (the “Act”) the Merger Agreement and the Plan of Merger has been approved by the Board of the Temple and the Board has submitted the Pan of Merger and Merger Agreement to the Members of the Temple (the “Members”) for approval by the Members; and

WHEREAS, the Members wish to approve the Merger Agreement and the Plan of Merger.

NOW, THEREFORE, in consideration of the foregoing, it is hereby:

RESOLVED, that the Members hereby authorize and approve the Merger pursuant to which the Temple shall be merged with an into TSE and the separate corporate existence of the Temple shall cease, and TSE shall continue as the surviving entity; and be it further

RESOLVED, that the Merger Agreement and the Plan of Merger are hereby authorized and approved; and be it further

RESOLVED, that the President and any Vice President, (each an “Authorized Officer”) are each hereby authorized to execute and deliver the Merger Agreement and the Plan of Merger, with such modifications or changes as the Authorized Officer in their sole discretion may determine reasonable or appropriate, and any and all other documents, agreements or certificates contemplated pursuant to the Merger or the Plan of Merger or which are reasonably deemed necessary by such Authorized Officer, in their sole discretion, to carry out and consummate the Merger and the purposes and intents of these Resolutions (the “Merger Documents”) and any Secretary or the Treasurer are each authorized to attest to the signature of any Authorized Officer on any Merger Document and to affix the corporate seal to any Merger Document (but no such attestation or sealing of any Merger Document shall be necessary to make such Merger Document valid, legally binding and effective); and be it further

RESOLVED, that the execution of any Merger Document by an Authorized Officer shall be conclusive evidence that such Merger Document is authorized hereby; and be it further

RESOLVED, that any and all actions taken prior to the date of these Resolutions by any Authorized Officer in furtherance of the Merger and the transactions authorized hereby are hereby ratified and confirmed.