

A RESOLUTION OF THE ALASKA MENTAL HEALTH TRUST AUTHORITY TO DISSOLVE
TLO TX1 INVESTMENTS, LLC

WHEREAS, the Alaska Mental Health Trust Authority is the sole member (“Member”) of TLO TX1 Investments, LLC, a Delaware limited liability company (“Company”), acting pursuant to the Delaware Limited Liability Company Act and the Company’s Limited Liability Company Agreement (the “LLC Agreement”); and

WHEREAS, the sole asset held by the Company has been sold; and

WHEREAS, under Section 9 of the LLC Agreement and Title 6, Chapter 18 of the Delaware Limited Liability Company Act, written direction of the Member is required to officially dissolve the Company;

NOW THEREFORE BE IT RESOLVED by the Board of Trustees of the Alaska Mental Health Trust Authority as follows:

A. The Company is hereby completely dissolved and its business and affairs shall be wound up, its known debts and liabilities paid or adequately provided for, its remaining assets distributed, its membership interests cancelled, and a certificate of cancellation filed in accordance with Section 9.1(b) of the LLC Agreement and Subchapter VIII and Section 18-203 of the Delaware Limited Liability Company Act;

B. The Company shall file all tax returns, make final payments, and close any tax accounts or obligations required by any local, state, or federal law or regulation;
AND

C. The Manager of the Company, acting directly or through others, is authorized, empowered and directed to negotiate, execute, deliver, and as appropriate, file or record, for and on behalf and in the name of the Company, such agreements, contracts, certificates, documents and other writings, and to take such other and further actions and do such other and further things, as may be necessary, appropriate or desirable in order to carry out and to give effect to this Resolution.

PASSED AND APPROVED by the Board of Trustees of the Alaska Mental Health Trust Authority.

Brent Fisher, Board Chair

Date: _____