

Resolutions – Ohio South and Ohio North Merger

BE IT RESOLVED, that the form, terms and provisions of, and the transactions contemplated by the Agreement and Plan of Merger by and between Ohio North and Ohio South (the “Merger Agreement”), in substantially the form attached hereto as Exhibit A, are hereby authorized, approved and adopted;

FURTHER RESOLVED, as part of the Merger Agreement, that the Amended and Restated Articles of Incorporation be, and the same hereby are, adopted to supersede and take place of the existing Articles of Incorporation, in substantially the form attached hereto as Exhibit B;

FURTHER RESOLVED, that [Paul R. Emhoff, in his capacity as President of Ohio North][John Ruffolo, in his capacity as President of Ohio South] (“Authorized Representative”), is hereby authorized, empowered and directed to execute and deliver the Merger Agreement on behalf of Ohio North/Ohio South together with such changes, additions and revisions thereto, if any, as the Authorized Representative shall determine to be necessary or advisable, the execution thereof to be conclusive evidence of such determination;

FURTHER RESOLVED, that the Authorized Representative be, and hereby is, authorized, empowered and directed to execute and deliver such further documents and to take all actions as he deems necessary or appropriate to fully carry out the intent and to effectuate the purposes of the foregoing resolutions and any matter referred to therein or contemplated thereby; and

FURTHER RESOLVED, that all actions heretofore taken by the Authorized Representative or by any agent, advisor or counsel of Ohio North/Ohio South in connection with the merger or in connection with any matter referred to or contemplated by any of the foregoing resolutions be, and hereby are, adopted, approved, ratified and confirmed in all respects.