

RESOLUTION
OF THE
WANDERERS' REST HUMANE ASSOCIATION, INC.
April 19, 2016

WHEREAS, the board of directors (the "Board") of Wanderers' Rest Humane Association, Inc. (the "Corporation") has determined that it is in the best interests of the Corporation to amend the Bylaws of the Corporation (the "Bylaws").

NOW THEREFORE LET IT BE:

RESOLVED, that the Bylaws of the Corporation are deleted in its entirety and is hereby amended to read in full as:

RESOLVED, that the Bylaw Amendment be submitted for approval at a special meeting of the members of the Corporation;

RESOLVED, that the Board hereby recommends that the members approve and adopt the Bylaw Amendment;

RESOLVED, that a special meeting of the members of the Corporation (the "Special Meeting") be held for the purpose of approving the Bylaw Amendment at such date, time and place as the President, Vice-President, Treasurer, Secretary and any other officer of the Corporation (each such person, an "Authorized Officer") deem to be appropriate;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to stipulate a record date for the members entitled to notice of and to vote at the Special Meeting, and that such record date be in accordance with Section 604(a) of the New York Business Corporation Law and the Certificate of Incorporation and Bylaws of the Corporation;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to prepare and mail a proper notice of the Special Meeting [and related proxy materials] to all members of record on the record date;

RESOLVED, that the President, Vice President, Treasurer, Secretary and any other officer of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to carry out the full intent and purposes of the foregoing resolutions; and

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the Secretary of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation to file, upon receipt of member approval, the Bylaw Amendment in the corporate records of the Corporation, to certify any more formal or detailed resolutions as such officer may deem necessary, desirable, advisable, or appropriate to carry out the full intent and purposes of the foregoing resolutions; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the Board as if set forth at length herein.

Dated: April 19, 2016

Secretary

President

Vice President

Treasurer

Director

Director

Director