



## Legislation Text

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**File #: T136, Version: 0**

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T136

Original

The President

Resolution approving a unanimous written consent action of the Board of Directors of Travaux, Inc.

THE UNDERSIGNED, being all of the members of the Board of Directors (the "Board") of TRAVAUX, INC., a Wisconsin nonstock corporation (the "Corporation"), do hereby consent to the actions set forth in the following resolutions by unanimous written consent pursuant to Section 181 of the Wisconsin Statutes and the Corporation's Amended and Restated Bylaws, effective as of \_\_\_\_\_:

WHEREAS, the Board has been presented with a form of Agreement for Transfer and Assignment of Investor Members Interests (the "Assignment Agreement"), whereby the Corporation would take receipt of the assignment of a 0.01% membership interest (the "Subject Interest") of Highland Park Community, LLC, a Wisconsin limited liability company, from USB LIHTC Fund 2010-1, LLC, a Delaware limited liability company ("Assignor");

WHEREAS, the Board of Directors recommends that the Corporation enter into the Assignment Agreement.

NOW THEREFORE, BE IT:

1. Approval of Assignment Agreement.

RESOLVED, that the form, terms and provisions of the Assignment Agreement be, and the same hereby are, authorized and approved.

RESOLVED FURTHER, that the officers of the Corporation, acting jointly or individually, are hereby authorized to execute, deliver and perform in the name of, and on behalf of, the Corporation, the Assignment Agreement, in accordance with the terms and conditions set forth therein, and with such additional or different terms as may be approved by the officers executing the same, such approval to be conclusively presumed from the fact of execution thereof.

2. General Authorizing Resolutions.

RESOLVED, that the officers of the Corporation be, and each of them hereby is, acting singly or jointly, authorized, empowered and directed, in the name of and on behalf of the Corporation, to take or cause to be taken any and all actions, to sign and deliver all necessary certificates, documents, agreements, and instruments as may be necessary, appropriate, convenient, proper or advisable in furtherance of, or to effectuate the transactions contemplated by, the foregoing resolutions, the approval thereof by any such officer or officers conclusively establishing his or her authority therefor from the Corporation.

RESOLVED FURTHER, that all actions previously taken by any director, officer, employee or agent of the Corporation relating to the transactions contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

RESOLVED FURTHER, that the undersigned hereby waive any and all notice to adopt the resolutions and take the actions contemplated hereby as may be required by the Corporation's Amended and Restate Bylaws, the Wisconsin Business Corporation Law, or otherwise.

**IN WITNESS WHEREOF**, the undersigned have executed this written consent of the Board of Directors as of the date first set forth above, which may be executed in one or more counterparts, including via electronic means, each of which shall be deemed an original, all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the date first above written.

