

DOUGLAS COUNTY, NV

**2018-921742**

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\$35.00 Pgs=12

11/02/2018 11:59 AM

WILSON TITLE SERVICES

KAREN ELLISON, RECORDER

**RECORDING COVER PAGE**

**APN:**

**Recording Requested by:**

Wilson Title Services, LLC

**When Recorded Mail Tax Statements to:**

WALLEY'S PROPERTY OWNERS ASSOCIATION

701 Carson St., Suite 200

Carson City, NV 89701

**When Recorded Mail to:**

1862, LLC

2179 Gretna Rd.

Branson, MO 65616

**TITLE OF DOCUMENT:**

**RESOLUTION OF 1862, LLC**

**RESOLUTION OF  
1862, LLC**

The below Member, constituting the sole Member of 1862, LLC, a Nevada limited liability company (the "**LLC**"), as evidenced by its signature below, does hereby unanimously consent to and adopt the following resolution which has been passed in accordance with Section 4.7 of the LLC's Operating Agreement dated October 1, 2010, as amended by that certain First Amendment thereto dated January 1, 2013 (collectively, the "**Operating Agreement**"):

**RESOLUTION**

**WHEREAS**, the LLC owns real and personal property at that certain timeshare resort known as David Walley's Resort and located at 2001 Foothill Rd., Genoa, Nevada 89411 (the "**Resort**"), and has entered into that certain David Walley's Purchase and Sale Agreement dated January 25, 2018 (as subsequently amended or assigned, the "**PSA**"), with Orange Lake Country Club, Inc. ("**OLCC**"), pursuant to which OLCC shall purchase from LLC, and various affiliates of LLC, certain of LLC's real and personal property interests at the Resort (the "**Transaction**");

**WHEREAS**, the Member, constituting the sole Member of the LLC, and the below Managers, constituting all of the Managers of the LLC, have reviewed the PSA and such other agreements, documents and instruments contemplated therein; and

**WHEREAS**, approval and execution, in the name and on behalf of the LLC of all documents relating to the PSA and consummation of the Transaction is deemed to be, in the Member's and Managers' opinion, in the best interest of the LLC.

**NOW, THEREFORE BE IT RESOLVED**, that the PSA is hereby ratified, approved and confirmed, and all acts, instruments, agreements and things that any Manager or officer thereof has done or may do or enter into in connection with any of the matters described therein is hereby ratified, approved and confirmed; and

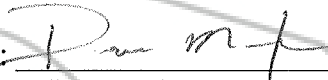
**RESOLVED FURTHER**, that **RCD Holdings, LLC**, a Nevada limited liability company ("**RCD**") as a Manager of the LLC, is hereby authorized and empowered, in the name and on behalf of the LLC, to take any and all actions required to consummate the Transaction, to pay all fees and expenses incident thereto and to execute any and all additional contracts, amendments, modification, or other agreements, certificates, instruments or documents that may be from time to time arise out of or be required in connection with consummation of the Transaction, or to set forth the terms and conditions of such obligations or any modification thereof necessary and appropriate to carry out the intent and purpose of these resolutions, as RCD may, in RCD's sole discretion, agree to, as evidenced by the signature of RCD's sole Member/Manager, Richard C. Dowdell, upon any such document or agreement.


**MEMBER'S RATIFICATION**

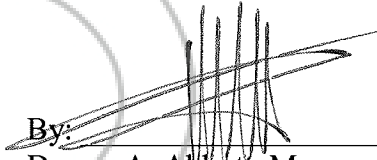
The above Resolution has been duly consented to, authorized and ratified effective as of this 17<sup>th</sup> day of October, 2018 by all Managers of the sole Member of the LLC.

**VPG HOLDING COMPANY, LLC,**  
a Missouri limited liability company

By:   
Joseph P. Joyce, Manager

By:   
Dawn Joyce, Manager

By:   
Richard C. Dowdell, Manager

By:   
Darren A. Abbott, Manager

**VPG HOLDING COMPANY, LLC**

The below Members, constituting all of the Members of VPG Holding Company, LLC, hereby consent to the Transaction.

**PJOYCE HOLDINGS, LLC,**  
a Nevada limited liability company

By:   
Joseph P. Joyce, Sole Member/Manager

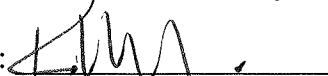
**DJOYCE HOLDINGS, LLC,**  
a Nevada limited liability company

By:   
Dawn Joyce, Sole Member/Manager

**DAA HOLDINGS, LLC,**  
a Nevada limited liability company

By:   
Darren A. Abbott, Sole Member/Manager

**RCD HOLDINGS, LLC,**  
a Nevada limited liability company

By:   
Richard C. Dowdell, Sole Member/Manager

**MID-VEST EQUITIES, INC.,**  
a Missouri corp.

By: [Signature]  
Joseph Patrick Joyce, President

**THE WHITE CLIFFS EXPERIENCE,**  
INC., a ~~MISSOURI~~ MISSOURI corp.

By: [Signature]  
Darren Abbott, President

**RCD PRODUCTIONS, INC.,**  
a Missouri corp.

By: [Signature]  
Richard C. Dowdell, President

**[ACKNOWLEDGMENTS OF MANAGERS OF LLC FOLLOW]**

**MID-VEST EQUITIES, INC.,**  
a Missouri corp.

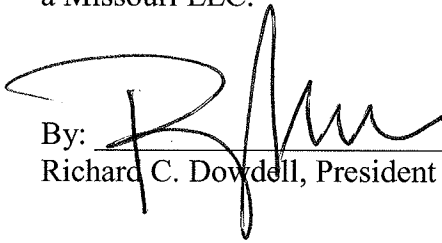
By:   
Joseph Patrick Joyce, President

**THE WHITE CLIFFS EXPERIENCE,**  
INC., a Missouri corp.

By:   
Darren Abbott, President

**RCD PRODUCTIONS, LLC,**

a Missouri LLC.

By:   
Richard C. Dowdell, President

**[ACKNOWLEDGMENTS OF MANAGERS OF LLC FOLLOW]**

STATE OF Missouri  
COUNTY OF Taney

This instrument was acknowledged before me on October 17<sup>th</sup>, 2018 by Joseph P. Joyce, as a Manager of VPG Holding Company, LLC, a Missouri limited liability company, the sole Member of the LLC.

Floyd Elliott  
NOTARY PUBLIC

My commission expires: 7-1-2021

FLOYD ELLIOTT  
Notary Public - Notary Seal  
State of Missouri  
Commissioned for Taney County  
My Commission Expires: July 01, 2021  
Commission Number: 13403536

STATE OF Missouri  
COUNTY OF Taney

This instrument was acknowledged before me on October 17<sup>th</sup> 2018 by Dawn Joyce, as a Manager of VPG Holding Company, LLC, a Missouri limited liability company, the sole Member of the LLC.

Floyd Elliott  
NOTARY PUBLIC

My commission expires: 7-1-2021

FLOYD ELLIOTT  
Notary Public - Notary Seal  
State of Missouri  
Commissioned for Taney County  
My Commission Expires: July 01, 2021  
Commission Number: 13403536

STATE OF Missouri  
COUNTY OF Taney

This instrument was acknowledged before me on October 17<sup>th</sup> 2018 by Richard C. Dowdell, as a Manager of VPG Holding Company, LLC, a Missouri limited liability company, the sole Member of the LLC.

Floyd Elliott  
NOTARY PUBLIC

My commission expires: 7-1-2021

FLOYD ELLIOTT  
Notary Public - Notary Seal  
State of Missouri  
Commissioned for Taney County  
My Commission Expires: July 01, 2021  
Commission Number: 13403536



STATE OF Missouri  
COUNTY OF Taney

This instrument was acknowledged before me on October 17, 2018 by Darren A. Abbott, as a Manager of VPG Holding Company, LLC, a Missouri limited liability company, the sole Member of the LLC.

Floyd Elliott  
NOTARY PUBLIC

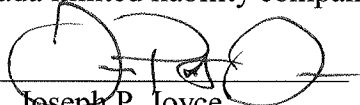
My commission expires: 7-1-2021

FLOYD ELLIOTT  
Notary Public - Notary Seal  
State of Missouri  
Commissioned for Taney County  
My Commission Expires: July 01, 2021  
Commission Number: 13403536

**MANAGERS' RATIFICATION**

The above Resolution has been duly consented to, authorized and ratified effective as of this 17<sup>th</sup> day of October, 2018 by the below Managers, constituting all of the Managers of the LLC.

**PJOYCE HOLDINGS, LLC,**  
a Nevada limited liability company

By:   
Joseph P. Joyce

STATE OF Missouri  
COUNTY OF Taney

This instrument was acknowledged before me on October 17, 2018 by Joseph P. Joyce, as Sole Member/Manager of PJOYCE Holdings, LLC, a Nevada limited liability company.

  
NOTARY PUBLIC

My commission expires: 7-1-2021

FLOYD ELLIOTT Notary Public - Notary Seal State of Missouri Commissioned for Taney County My Commission Expires: July 01, 2021 Commission Number: 13403536
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**DAA HOLDINGS, LLC**  
a Nevada limited liability company

By: \_\_\_\_\_  
Darren A. Abbott

STATE OF Missouri  
COUNTY OF Taney

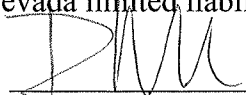
This instrument was acknowledged before me on October 17<sup>th</sup>, 2018 by Darren A. Abbott, as Sole Member/Manager of DAA Holdings, LLC, a Nevada limited liability company.

Floyd Elliott  
NOTARY PUBLIC

My commission expires: 7-1-2021

FLOYD ELLIOTT  
Notary Public - Notary Seal  
State of Missouri  
Commissioned for Taney County  
My Commission Expires: July 01, 2021  
Commission Number: 13403536

**RCD HOLDINGS, LLC,**  
a Nevada limited liability company

By:   
Richard C. Dowdell

STATE OF Missouri  
COUNTY OF Taney

This instrument was acknowledged before me on October 17, 2018 by Richard C. Dowdell, as Sole Member/Manager of RCD Holdings, LLC, a Nevada limited liability company.

  
NOTARY PUBLIC

My commission expires: 7-1-2021

FLOYD ELLIOTT  
Notary Public - Notary Seal  
State of Missouri  
Commissioned for Taney County  
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