

DOUGLAS COUNTY, NV

2018-921743

Rec:\$35.00

\$35.00 Pgs=14

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 RESORT SERVICES, LLC**

**RESOLUTION OF
1862 RESORT SERVICES, LLC**

The below Member, constituting the sole Member of 1862 RESORT SERVICES, 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/Manger, 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 17th day of October, 2018 by all Managers of the sole Member of the LLC, as well as by all of the Members of the sole Member, VPG Holding Company, LLC.

VPG HOLDING COMPANY, LLC,
a Missouri limited liability company

By: [Signature]
Joseph P. Joyce, Manager

By: [Signature]
Dawn Joyce, Manager

By: [Signature]
Richard C. Dowdell, Manager

By: [Signature]
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

DJOYCE HOLDINGS, LLC,
a Nevada limited liability company

By: [Signature]
Joseph P. Joyce, Sole Member/Manager

By: [Signature]
Dawn Joyce, Sole Member/Manager

DAA HOLDINGS, LLC,
a Nevada limited liability company

RCD HOLDINGS, LLC,
a Nevada limited liability company

By: _____
Darren A. Abbott, Sole Member/Manager

By: [Signature]
Richard C. Dowdell, Sole Member/Manager

MEMBER'S RATIFICATION

The above Resolution has been duly consented to, authorized and ratified effective as of this 17th day of October, 2018 by all Managers of the sole Member of the LLC, as well as by all of the Members of the sole Member, VPG Holding Company, LLC.

VPG HOLDING COMPANY, LLC,
a Missouri limited liability company

By: [Signature]
Joseph P. Joyce, Manager

By: [Signature]
Dawn Joyce, Manager

By: [Signature]
Richard C. Dowdell, Manager

By: [Signature]
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: [Signature]
Joseph P. Joyce, Sole Member/Manager

DJOYCE HOLDINGS, LLC,
a Nevada limited liability company

By: [Signature]
Dawn Joyce, Sole Member/Manager

DAA HOLDINGS, LLC,
a Nevada limited liability company

By: [Signature]
Darren A. Abbott, Sole Member/Manager

RCD HOLDINGS, LLC,
a Nevada limited liability company

By: [Signature]
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 corp.

By: [Signature]
Darren Abbott, President

RCD PRODUCTIONS, INC.,
a ^{NV} MISSOURI corp.

By: [Signature]
Richard C. Dowdell, President

[ACKNOWLEDGMENTS OF MANAGERS OF LLC FOLLOW]

STATE OF Missouri
COUNTY OF Taney

This instrument was acknowledged before me on October 12, 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 12, 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 12, 2018 by Richard C. Dowdell, as a Manager of VPG Holding Company, LLC, a Missouri limited liability company, the sole Member of the LLC.

Frank Elliott
NOTARY PUBLIC

My commission expires: 7-1-2021

COPY

STATE OF Missouri
COUNTY OF Taney

This instrument was acknowledged before me on October 12, 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 12, 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

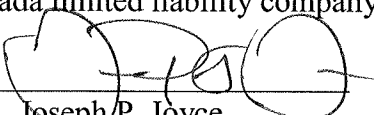
My commission expires: 7-1-2021

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 17th 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.

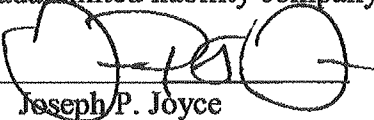

NOTARY PUBLIC

My commission expires: 7-1-2021

MANAGERS' RATIFICATION

The above Resolution has been duly consented to, authorized and ratified effective as of this 17th 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

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 12, 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: *[Signature]*
Richard C. Dowdell

STATE OF Missouri
COUNTY OF Taney

This instrument was acknowledged before me on October 12, 2018 by Richard C. Dowdell, as Sole Member/Manager of RCD 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