

**RESOLUTION OF THE ANNUAL CONGREGATIONAL ASSEMBLY
OF ST. JOHN'S LUTHERAN CHURCH OF ORANGE
MEETING ON MAY 17, 2022
TO AUTHORIZE THE COUNCIL OF TRUSTEES
TO PURCHASE REAL PROPERTY**

WHEREAS, the Council of Trustees has advised the congregation that St. John's has a need for additional real property in the vicinity of St. John's campus to serve the needs of the congregation for additional physical space, such as for ministry offices, additional administrative office space, staff housing, and other ministry needs; and

WHEREAS, the availability of suitable real estate in the vicinity of St. John's campus is limited, and when properties are listed for sale, the Trustee's recent experience has shown that the property immediately attracts a number of offers and quickly sells; and

WHEREAS, St. John's existing Bylaws require that the purchase of real property be approved by a Congregational Assembly, and that advance notice be given to the congregation for a valid Congregational Assembly to meet; and

WHEREAS, St. John's proposed new Constitution has similar notice and approval requirements; and

WHEREAS, if the congregation waits until a suitable property is first listed for sale before calling a Congregational Assembly to authorize an offer, those procedural requirements effectively preclude St. John's from acting quickly enough to make an offer on real property, before it is sold to another buyer; and

WHEREAS, the congregation could instead act in advance and authorize the Council of Trustees to make an offer when a suitable parcel becomes available, without having to wait for further action by a Congregational Assembly, and thereby enable the Trustees to act quickly to make an offer, engage in negotiations if necessary, and consummate a transaction;

NOW, THEREFORE, this Congregational Assembly hereby adopts the following

RESOLUTION

The congregation of St. John's Lutheran Church of Orange, meeting in the Annual Congregational Assembly on May 17, 2022, hereby resolves as follows:

RESOLVED, that the Council of Trustees, in its capacity as the legal representative of the congregation, is authorized to make a binding offer to purchase real property in the vicinity of St. John's campus, subject to the following conditions:

(1) The Trustees determine that the particular piece of real property would serve a ministry purpose of St. John's;

(2) The Trustees determine that the price to be offered is appropriate in the existing market conditions, and within the financial means of St. John's; and

(3) The resolution by the Trustees to make a binding offer is approved by a unanimous vote of the Trustees at a duly called meeting, with a majority of Trustees in attendance;

AND FURTHER, if the offer is accepted, the Council of Trustees is authorized to execute the appropriate documents to consummate the purchase of the property pursuant to that offer, by the signatures of any two of the congregation's officers; and

FURTHER, the Council of Trustees is authorized to negotiate appropriate terms for the financing of the purchase, and to execute documents necessary to secure that financing; and

FURTHER, the Trustees are directed to promptly give notice to the congregation when an offer they have made is accepted by the seller and contingencies have been satisfied, and include the location of the property, the terms of the accepted offer, and the terms of financing, if any; and

FURTHER, this authorization will automatically expire at the adjournment of the next Annual Congregational Assembly unless it is renewed by the congregation at that meeting.