

RESOLUTION 2

INTENT: To reorganize the Association (which consists of APCO International, the APCO Institute, APCO Automated Frequency Coordination and the Heritage Foundation) by (1) converting APCO International from a Section 501(c)(6) organization into a Section 501(c)(3) organization and (2) merging the other entities of the APCO Institute, APCO Automated Frequency Coordination and the Heritage Foundation into APCO International, after APCO International has been recognized by the IRS as tax-exempt under Section 501(c)(3).

MAKER: The Board of Officers

QUORUM: The 2008 Annual Conference Quorum.

WHEREAS, The special legal counsel advises that it is in the best interests of the Association to (1) convert APCO International from a Section 501(c)(6) organization into a Section 501(c)(3) organization, in order to gain advantages unique to Section 501(c)(3) status; and (2) combine the APCO Institute, APCO Automated Frequency Coordination and the Heritage Foundation into APCO International, after APCO International has been recognized by the IRS as exempt under Section 501(c)(3), in order to streamline the operations of the combined group and to take advantage of lower administrative and other costs of the Association. Now, therefore be it

RESOLVED (1), The Articles of Incorporation of the Association shall be amended to include language required for Section 501(c)(3) status, as set forth in the attached Amendment, dated March 31, 2008. And, be it further

RESOLVED (2), The Association shall bring about the merger of APCO Institute, APCO Automated Frequency Coordination and the Heritage Foundation into APCO International, after APCO International has been recognized by the IRS as tax-exempt under Section 501(c)(3). And, be it further

RESOLVED (3), The directors and officers of the Association are hereby authorized and directed to take all appropriate action to (1) effectuate the conversion of APCO International from a Section 501(c)(6) organization into a Section 501(c)(3) organization, by filing the Articles of Amendment with the Florida Secretary of State's Office and applying to the IRS for recognition of APCO International as a Section 501(c)(3) organization; and (2) merge the APCO Institute, APCO Automated Frequency Coordination and the Heritage Foundation into APCO International, after APCO International has been recognized by the IRS as tax-exempt under Section 501(c)(3).