

ADOPTING RESOLUTION

The undersigned authorized representative of KW Resort Utilities Corp. (the Employer) hereby certifies that the following resolutions were duly adopted by the Employer on Dec 5, 2017, and that such resolutions have not been modified or rescinded as of the date hereof:

RESOLVED, that the form of Profit Sharing Plan and Trust effective January 1, 2018, presented to this meeting is hereby approved and adopted and that an authorized representative of the Employer is hereby authorized and directed to execute and deliver to the Administrator of the Plan one or more counterparts of the Plan, including any separate amendments being concurrently adopted.

The undersigned further certifies that attached hereto as Exhibits A, B, and C, respectively, are true copies of KW Resort Utilities Corp. Profit Sharing Plan & Trust, the Summary Plan Description and the Funding Policy and Method, which are hereby approved and adopted.

Date: Dec 5, 2017

Signed: 

William L Smith Jr
[print name/title]

20 17 IN WITNESS WHEREOF, this Plan has been executed this 5 day of Dec

SIGNATURE(S)

KW Resort Utilities Corp.



EMPLOYER

William L. Smith, Jr.

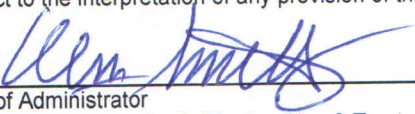


TRUSTEE

12-5-17
DATE

12-5-17
DATE

6. Determination that the order is not a QDRO. If the Administrator determines the order is not a QDRO:
- a. The Administrator will advise the Participant and each alternate payee of the adverse decision and of the reasons for the adverse decision. The Plan will advise the Participant and each alternate payee of the decision within ten days of the determination by mailing to each party a copy of the QDRO DETERMINATION CHECKLIST, which will include the Administrator's certification of the decision.
 - b. The Administrator will discontinue separate accounting for the amounts payable under the order. The Plan will pay the benefits to the party entitled to receive the benefits. If the Participant is not entitled to a present distribution of any of the segregated benefits, the Plan will continue to account for the Participant's benefits as if the Plan had not received the order.
 - c. If the Administrator determines the status of the order within the 18-month period beginning on the date the order would require the first payment, the Administrator may delay distribution of any benefits subject to the order if the Administrator has reason to believe a party will seek to cure the defects in the order. The Administrator will continue to delay distribution during the period the Administrator determines to be necessary to fulfill the Administrator's fiduciary duties under the Plan.
7. Consultation with legal counsel. The Administrator will consult with the Plan's legal counsel in case of questions which arise with respect to the interpretation of any provision of the order or with respect to the qualified status of the order.



Signature of Administrator
KW Resort Utilities Corp. Profit Sharing Plan & Trust