

Exhibit 5H
All text is new

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
CHX HOLDINGS, INC.**

November 22, 2016

WHEREAS, on February 3, 2016, the Board of Directors (the “**Board**”) of CHX Holdings, Inc. (“**CHX Holdings**” or the “**Corporation**”) authorized and approved, and on, February 4, 2016, the officers of the Corporation entered into, an Agreement and Plan of Merger (the “**Merger Agreement**”) among CHX Holdings, Exchange Acquisition Corporation (“**Merger Sub**”) and North America Casin Holdings, Inc. (“**Parent**”);

WHEREAS, subject to the terms and conditions set forth in the Merger Agreement, among other things, (i) Merger Sub will be merged with and into CHX Holdings, whereupon the separate existence of Merger Sub will cease and CHX Holdings will be the surviving company (the “**Merger**”) and (ii) by virtue of the Merger and without any action required on the part of CHX Holdings, Parent, Merger Sub or any holder of CHX Holdings stock, each outstanding share of CHX Holdings stock issued and outstanding shall be converted into a right to receive cash and CHX Holdings will be authorized to issue new stock, such that CHX Holdings will become a wholly-owned subsidiary of Parent;

WHEREAS, Article FIFTH, paragraph (b)(ii) of the Amended and Restated Certificate of Incorporation of the Corporation filed on July 27, 2006 (the “**2006 Certificate**”) contains certain restrictions on ownership and voting whereby no Person, either alone or together with its Related Persons, may own, directly or indirectly, of record or beneficially, shares of stock of the Corporation representing in the aggregate more than forty (40%) of the then outstanding votes entitled to be cast on any matter; no Participant of the Chicago Stock Exchange, Inc. (“**Exchange**”), either alone or together with its Related Persons, may own, directly or indirectly, of record or beneficially, shares of stock of the Corporation representing in the aggregate more than twenty (20%) of the then outstanding votes entitled to be cast on any matter; and no Person, either alone or together with its Related Persons, at any time may, directly, indirectly or pursuant to any voting trust, agreement, plan or other arrangement, vote or cause the voting of shares of the capital stock (whether such shares be common stock or preferred stock) of the Corporation or give any consent or proxy with respect to shares representing more than twenty percent (20%) of the voting power of the then issued and outstanding capital stock of the Corporation (together, the “**Ownership and Voting Limitations**”);

WHEREAS, following the consummation of the Merger, the Corporation will be a wholly-owned subsidiary of Parent, such that Parent will possess ownership (the “**Proposed Share Ownership**”) and voting rights (the “**Proposed Voting Rights**”) in the Corporation in excess of the Ownership and Voting Limitations;

WHEREAS, on February 3, 2016, the Board approved pursuant to Article THIRTEENTH of the 2006 Certificate an amendment and restatement of the 2006 Certificate (the “**Third Amended and Restated Certificate**”) that, when effective would, among other things, specify that the sole shareholder of the Corporation is Parent and restate, but not substantively modify, the Ownership and Voting Limitations;

WHEREAS, Article FOURTH, paragraph (b)(iii)(B) of the 2006 Certificate provides that the Ownership and Voting Limitations may be waived by the Board pursuant to an amendment to Bylaws of the Corporation (“**Bylaws**”) adopted by the Board, if, in connection with the adoption of such amendment, the Board of Directors adopts a resolution stating that it is the determination of such Board that such amendment will not impair the ability of the Exchange to carry out its functions and responsibilities as an "exchange" under the Securities Exchange Act of 1934 (“**Exchange Act**”), and the rules thereunder; is otherwise in the best interests of the Corporation and its stockholders and the Exchange; will not impair the ability of the United States Securities and Exchange Commission (“**Commission**”) to enforce the Exchange Act, and such amendment shall not be effective until approved by said Commission;

WHEREAS, on February 3, 2016, the Board approved pursuant to Article VIII of the Bylaws various amendments to the Bylaws (“**Amended Bylaws**”) that, when effective would, among other things, adopt Article XII, Section 12.1 of the amended Bylaws, which waives the Ownership and Voting Limitations solely to permit the Parent to obtain the Proposed Share Ownership and Proposed Voting Rights;

WHEREAS, pursuant to Article FOURTH, paragraph (b)(iv), in any case where a Person, either alone or together with its Related Persons, would own or vote more than the Ownership and Voting Limitation, upon consummation of any proposed sale, assignment or transfer of the Corporation's capital stock, such sale, assignment or transfer shall not become effective until the Board shall have determined, by resolution, that such Person and its Related Persons are not subject to any applicable "statutory disqualification" (within the meaning of Section 3(a)(39) of the Exchange Act, as amended);

WHEREAS, each investor of Parent (“**Investor**”) has executed a certificate (collectively “**Investor Certificates**”) representing, among other things, that neither Investor nor any of its Related Persons is subject to any applicable “statutory disqualification” as defined in Section 3(a)(39) of the Exchange Act;

WHEREAS, the effectiveness of the Third Amended and Restated Certificate and of the Amended Bylaws is contingent upon such documents being filed with and approved by the Commission, under Section 19 of the Act and the rules and regulations promulgated thereunder by the Commission or otherwise;

WHEREAS, a condition to the Merger is that the Commission approve the Merger, including the Third Amended and Restated Certificate and the Amended Bylaws;

WHEREAS, the Third Amended and Restated Certificate and the Amended Bylaws will each become effective contemporaneously with the consummation of the Merger, such that the

Ownership and Voting Limitations in the Certificate will be waived at the time that: (1) the Corporation becomes a wholly-owned subsidiary of Parent, (2) Parent obtains the Proposed Share Ownership and Proposed Voting Rights and (3) the Third Amended and Restated Certificate and the Amended Bylaws, including the waiver of the Ownership and Voting Limitations, becomes effective; and

WHEREAS, in connection with the above, the Board believes it is appropriate to make certain determinations with respect to Parent;

DETERMINATIONS OF THE BOARD

NOW, THEREFORE, BE IT RESOLVED, that the Board has considered the Merger Agreement and the Merger, the Proposed Share Ownership and Proposed Voting Rights of Parent that would result therefrom, and after having received, considered, discussed and relied upon the Investor Certificates and additional information provided by the Exchange, has determined that:

(1) the acquisition of the Proposed Share Ownership by Parent will not impair the ability of the Exchange to carry out its functions and responsibilities as an “exchange” under the Exchange Act and the rules and regulations promulgated thereunder, is otherwise in the best interests of the Corporation, its stockholders and the Exchange, and will not impair the ability of the Commission to enforce the Exchange Act and the rules and regulations promulgated thereunder;

(2) the acquisition or exercise of the Proposed Voting Rights by Parent will not impair the ability of the Exchange to carry out its functions and responsibilities as an “exchange” under the Exchange Act and the rules and regulations promulgated thereunder, that it is otherwise in the best interests of the Corporation, its stockholders and the Exchange, and that it will not impair the ability of the Commission to enforce the Exchange Act and the rules and regulations promulgated thereunder; and

(3) neither Parent, nor any of its Related Persons, is subject to “statutory disqualification” within the meaning of Section 3(a)(39) of the Exchange Act;

FURTHER RESOLVED, that the Board hereby determines that the execution and delivery of the Merger Agreement by Parent constitutes notice of Parent’s intention to acquire the Proposed Share Ownership and Proposed Voting Rights, in writing and not less than forty-five (45) days before the proposed ownership of such shares or the proposed exercise of such voting rights;

PROPOSED RULE CHANGES

FURTHER RESOLVED, that in connection with the Mergers, the resolutions set forth above shall be included in the proposed rule change filing (the “**Proposed Rule Change**”) of the CHX to be filed with the Commission under Section 19(b) of the Act and Rule 19b-4 thereunder, and shall not be effective until the Proposed Rule Change is filed with, and approved by, the Commission;

FURTHER RESOLVED, that each executive officer of the Corporation (each, an “**Authorized Officer**”) be, and hereby is, authorized and directed, in the name and on behalf of CHX Holdings, to file, or recommend that the Exchange file, the Proposed Rule Change with the Commission, along with any such modifications, amendments, or supplements as any Authorized Officer shall approve;

CONSIDERATIONS

FURTHER RESOLVED, that in connection with authorizing and approving each of the foregoing resolutions, the Board has given due regard to the preservation of the independence of the self-regulatory function of the Exchange and to its obligations to investors and the general public, and determined that the actions to be taken pursuant to the foregoing resolutions do not interfere with the effectuation of decisions by the board of directors of the Exchange relating to its regulatory functions (including disciplinary matters) or would otherwise interfere with the Exchange’s ability to carry out its responsibilities under the Exchange Act; and

GENERAL

FURTHER RESOLVED, that all actions heretofore taken by the Corporation and the Authorized Officers in connection with any matter referred to in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to this Board for its approval prior to such actions being taken.