

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
OF  
[COMPANY]  
IN LIEU OF MEETING  
TAKEN AS OF [DATE]**

The undersigned, being all of the members of the Board of Directors (each, a “Director”) of [COMPANY], a Delaware corporation (the “Corporation”), in accordance with the applicable provisions of the Delaware General Corporation Law, do hereby unanimously consent to the following actions and resolutions being taken and adopted without a meeting and hereby direct that this Consent be filed in the minute book of the Corporation.

**Election of Officers**

RESOLVED, that the following named persons be, and hereby are, elected to the offices of the Corporation opposite his or her name, with such officer to serve until his or her successors have been duly elected or appointed and qualified or until his or her earlier resignation, removal from office, or death:

<u>Name</u>	<u>Offices</u>
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**Ratification of Actions of Incorporator**

RESOLVED, that the actions of the Incorporator of the Corporation in organizing the Corporation be, and they hereby are, ratified, confirmed and approved.

**Adoption of Certificate of Incorporation**

RESOLVED, that a copy of the Certificate of Incorporation of the Corporation, filed on [FILING DATE], and certified by the Secretary of State of the State of Delaware as being a true and correct copy of such Certificate of Incorporation as filed with such Secretary, shall be filed in the minute book of the Corporation, and that such Certificate be, and the same hereby is, ratified, confirmed, approved and adopted as the Certificate of Incorporation of the Corporation.

**Adoption of Bylaws**

RESOLVED, that the bylaws, in the form attached hereto as Exhibit A, be and hereby are approved and adopted as the bylaws of the Corporation (the “Bylaws”) and that the Secretary be, and hereby is, directed to place a copy of the Bylaws in the minute book of the Corporation.

**Procurement of Corporate Books and Records**

RESOLVED, that the Secretary of the Corporation be, and hereby is, authorized and directed to procure the necessary corporate books and records and to open and maintain stock and transfer books in accordance with the laws of the State of Delaware, as well as any other applicable laws.

### **Fiscal Year**

RESOLVED, that until otherwise determined by the Board of Directors, the fiscal year of the Corporation shall be the period of 12 calendar months beginning on January 1 and ending on December 31.

### **Organization and Incorporation Costs**

RESOLVED, that the President or the Treasurer of the Corporation be, and hereby is, authorized and directed to pay and discharge all taxes, fees and other expenses heretofore incurred or to be incurred in or concerning the organization and the incorporation of the Corporation and to reimburse the Incorporator and all other persons for all expenditures heretofore made by them in such connection.

### **Adoption of Stock Certificate**

RESOLVED, that the form of certificate representing shares ("Shares"), \$0.001 par value per share, of common stock ("Common Stock") of the Corporation, a copy of which is attached hereto as Exhibit B, and hereby is, approved, and that the Secretary be, and hereby is, directed to cause such share certificate to be prepared in the form hereby approved.

### **Authorization to Open Bank Accounts**

RESOLVED, that the President of the Corporation, or such other person or persons as the President may appoint in writing (hereinafter referred to, whether one or more persons have been so appointed, as "Designee"), be, and each of them hereby is, authorized and empowered, with such limitation as may be set forth in such writing, to designate any bank or trust company selected by him ("Bank") as depository for the funds of the Corporation and to open one or more accounts. Such designation shall be in writing, and a copy thereof shall be delivered to any Bank so selected, together with a copy, certified by the Secretary of the Corporation, of these resolutions. The banking resolutions required of the Designee in addition to the resolutions set forth herein are hereby deemed approved and adopted, and such resolutions shall be placed in the Corporation's minute book together with this Consent. Funds of the Corporation may be deposited in accounts opened in accordance with the foregoing procedures. The President shall give any Designee written instructions setting forth the person or persons authorized to, and may prescribe conditions under which he or they may, endorse for deposit to each such account any and all checks, drafts, notes, bills of exchange, and orders for the payment of money, either belonging to or coming into the possession of the Corporation, and may provide for endorsements for deposit, by written or stamped endorsement of the Corporation, without designation of the person making the same;

RESOLVED, that any funds so deposited in any account of the Corporation shall be withdrawn on the check, draft, or other order of the Corporation, signed by the President, a Designee or any of the persons listed by title, or named, in said written instructions by the President or a Designee in regard to such account, which may provide for withdrawals by any one or by a specified combination of such persons; and that any person authorized to sign checks or other written advice to withdraw funds from an account of the Corporation shall be authorized to order a stop payment against any such account;

RESOLVED, that any person designated in writing by the President of the Corporation (a copy of which designation shall be delivered to each Bank) be, and each of them hereby is, authorized to sign for and receive statements and cancelled vouchers of the Corporation, provided that those persons so designated shall not be authorized to sign checks or otherwise withdraw funds from accounts of the Corporation;

RESOLVED, that each of the foregoing resolutions and any appointment of a Designee by the President of the Corporation shall continue in force until express written notice of its rescission or modification shall have been received by any Bank, and shall supersede any and all authorizations and designations established by or pursuant to previous resolutions or designations of the Corporation, each of which is hereby rescinded; and

RESOLVED, that the Secretary of the Corporation shall deliver to any Bank a certificate identifying the respective names and certifying as to the respective signatures of the President of the Corporation as from time to time incumbent, and any Designee as and when appointed, pursuant to any of the foregoing resolutions.

#### **Ratification of Actions of Directors**

RESOLVED, that the actions previously taken by the undersigned, on behalf of the Corporation, are hereby ratified, approved and confirmed in all respects, and adopted as those of the Corporation.

#### **Authorization to Qualify to do Business in any State**

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States, or any foreign country, in which it is necessary or expedient for the Corporation to transact business, the officers of the Corporation be, and they hereby are, authorized and directed to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein and, whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of an agent or attorney for service of process, and to file such certificates, reports, revocations of appointment or surrenders of authority of the Corporation to do business in any such state, territory, dependency or country.

#### **General Authority**

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take any and all actions, execute any and all documents, agreements and instruments, make any and all filings and expenditures and take any and all steps deemed by them to be necessary, desirable or appropriate in order to carry out the purpose and intent of and to consummate any of the actions contemplated by any of the foregoing resolutions in the name of and on behalf of the Corporation.

RESOLVED, this Consent may be executed and delivered by electronic mail in portable document format or via facsimile.

***[Rest of Page Intentionally Blank]***

IN WITNESS WHEREOF, the undersigned Directors have executed this Consent as of this [DATE].

**DIRECTORS:**

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[DIRECTOR 1]

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[DIRECTOR 2]

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[DIRECTOR 3]

**Exhibit A**

**Bylaws**

(See attached)

**Exhibit B**

**Stock Certificate**

(See attached)

