CONSENT TO SERVE AS DIRECTOR AND OFFICER

Corporation: _____ State of incorporation: _____

Kind: [ ] business corporation [ ] nonprofit corporation

Role: [ ] director only [ ] officer only [ ] director and officer

1. CONSENT

I, _____, consent to serve as [ ] a director [ ] an officer [ ] a director and an officer of _____, a _____ corporation (the "Corporation"), on the terms stated in this consent.

2. SERVICE AS A DIRECTOR (DIRECTOR ONLY)

Consent. I consent to serve as a member of the board of directors of the Corporation, including service on _____ (committees, if any).

Election or Appointment. [ ] I am named as an initial director in the Corporation's articles or certificate of incorporation. [ ] I have been elected as a director by [ ] the incorporator [ ] the shareholders or members [ ] the board of directors. [ ] I have been nominated for election as a director, and this consent covers being named as a nominee and serving if elected.

Term. I will serve for the term set by the Corporation's bylaws and by the action that elects or appoints me, and until my successor is elected and qualified, or until my earlier death, resignation or removal.

3. SERVICE AS AN OFFICER (OFFICER ONLY)

Consent. I consent to serve in each office of the Corporation checked below, as elected or appointed under its bylaws: [ ] President [ ] Vice President [ ] Secretary [ ] Treasurer [ ] Chief Executive Officer [ ] Chief Financial Officer [ ] Other: _____

Duties. I will perform the duties that the Corporation's bylaws and its board of directors assign to me as an officer, including _____.

Term and Removal. I will hold office until my successor is elected or appointed and qualified, or until my earlier death, resignation or removal. I understand that the board of directors may remove an officer as the Corporation's bylaws and the laws of the state of incorporation allow.

Not an Employment Agreement. This consent is not an employment agreement. It does not create, end or change any employment or pay arrangement between me and the Corporation; any such arrangement is governed by its own terms.

4. EFFECTIVE DATE

This consent takes effect [ ] when I sign it [ ] on _____ [ ] when the Corporation elects or appoints me to the position or positions described in it.

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5. ACKNOWLEDGMENTS AND UNDERTAKINGS

By signing this consent, I acknowledge and agree that:

I have read, or will read before I act in my position, the Corporation's articles or certificate of incorporation, its bylaws, any shareholder agreement and any policies of the Corporation that apply to my position.

I owe the Corporation duties under the laws of its state of incorporation. In general terms, these include a duty of care, to act in good faith and with the care that an ordinarily prudent person in a like position would reasonably believe appropriate under similar circumstances, and a duty of loyalty, to act in a manner I reasonably believe to be in the best interests of the Corporation and not to put my personal interests ahead of the Corporation's interests.

I will promptly tell the board of directors about any personal or financial interest I have in a transaction or other matter involving the Corporation, and I will follow the bylaws and any conflict of interest policy of the Corporation for that matter.

Current Interests. As of the date I sign this consent, [ ] I am not aware of any such interest [ ] I disclose the following interests: _____

6. COMPENSATION

[ ] I will serve without pay; the Corporation may reimburse reasonable expenses as its bylaws or policies allow. [ ] Any pay will be set by the board of directors or as the bylaws provide. [ ] My pay is set out in a separate written agreement with the Corporation, which governs.

7. NOTICES AND RECORDS

Contact Information. I ask the Corporation to keep the following contact information in its records and to use it for notices to me. Address: _____ Email: _____ Phone: _____

Electronic Notice. [ ] I consent to receive notices of meetings and other communications from the Corporation by email at the address above, to the extent the bylaws and state law permit. I may revoke this consent by written notice to the secretary.

Records. I deliver this consent to the Corporation to be kept with its minutes and records. I may sign this consent electronically, and an electronic or scanned copy of the signed consent has the same effect as the original.

Governing Law. This consent is governed by the laws of _____.

SIGNATURES

Director or Officer

Signature: _____ Date: _____

Printed Name: _____

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RECEIPT BY THE CORPORATION (OPTIONAL)

The Corporation received this consent and filed it with its records.

Received by: _____ Title: _____ Date: _____

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