CORPORATE RESOLUTION

Name of the entity: _____ (the "Entity"), a _____ (state of formation) (check one): [ ] corporation [ ] limited liability company [ ] nonprofit corporation.

Adopted by (check one): [ ] the board of directors [ ] the shareholders [ ] the members [ ] the managers (the "Governing Body").

Adopted (check one): [ ] by unanimous written consent without a meeting, dated _____; or [ ] at a [ ] regular [ ] special [ ] annual meeting held on _____.

1. ADOPTION

Written consent: the undersigned, being all of the persons entitled to vote on these resolutions, adopt them in writing without a meeting under the laws of the state of formation and the Entity's governing documents, and waive any meeting or notice that might otherwise be required.

Meeting: notice of the meeting was [ ] given as the governing documents require [ ] waived by each person entitled to it. _____ of the _____ persons or votes entitled to vote were present, which formed a quorum. The resolutions were adopted with _____ in favor and _____ opposed.

2. BACKGROUND

_____

3. RESOLUTIONS

RESOLVED, that _____.

Bank account (if used): FURTHER RESOLVED, that the Entity is authorized to [ ] open [ ] change the signers on a deposit account with _____ (the "Bank"), and that the following persons are Authorized Signers: _____. [ ] Any one signer may act alone. [ ] Any two signers must act together. [ ] One signer may act up to $_____; two are needed above that amount. The Bank may rely on these resolutions until it receives written notice that they have been changed or revoked.

Authorized person (if used): FURTHER RESOLVED, that _____, the _____ of the Entity, is authorized to sign documents and act for the Entity for the following purpose: _____, up to $_____ per transaction (leave blank for no limit), until _____ (leave blank to continue until revoked in writing).

FURTHER RESOLVED, that _____.

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4. GENERAL AUTHORITY

FURTHER RESOLVED, that each officer of the Entity (or, for an LLC, each manager, officer or other person authorized to act for it) is authorized to sign all documents and take every other action that person considers necessary or advisable to carry out the purpose of these resolutions.

[ ] FURTHER RESOLVED, that all actions taken before these resolutions by any officer, director, manager, member, employee or agent of the Entity in connection with the matters they cover are ratified, confirmed and approved.

5. EFFECTIVE DATE AND RECORDS

These resolutions take effect [ ] when adopted (for a written consent, when the Entity has received it signed by every person entitled to vote) [ ] on _____. They will be filed with the minutes of the Governing Body. A written consent may be signed in counterparts and by electronic signature.

Note: a written consent must be signed by every director, manager or voting owner. Delaware boards act under DGCL § 141(f); check your own state's corporation or LLC law and your bylaws or operating agreement before relying on this form.

SIGNATURES

Director, Shareholder, Member or Manager

Signature: _____ Date: _____

Printed Name: _____

Director, Shareholder, Member or Manager

Signature: _____ Date: _____

Printed Name: _____

Director, Shareholder, Member or Manager

Signature: _____ Date: _____

Printed Name: _____

CERTIFICATE OF ADOPTION

I, _____, certify that I am the _____ of the Entity; that the resolutions above are a true, correct and complete copy of resolutions adopted [ ] by unanimous written consent [ ] at a meeting at which a quorum was present, on _____; that they have not been amended or revoked and are in full force and effect; and that I am authorized to sign this certificate for the Entity.

Signature: _____ Title: _____ Date: _____

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