MINUTES OF THE DIRECTORS' ORGANIZATIONAL MEETING

These minutes record the organizational meeting of the board of directors (the "Board") of _____, a _____ corporation (the "Corporation"), held on _____, (check one) [ ] in person at _____ [ ] by video conference (_____).

The Corporation's (check one) [ ] articles of incorporation [ ] certificate of incorporation (the "Charter") was filed in _____ on _____, under file number _____. The directors were (check one) [ ] named in the Charter [ ] elected by the incorporator or incorporators.

1. CALL TO ORDER

_____ called the meeting to order at _____ and acted as chair of the meeting. _____ acted as secretary of the meeting and recorded these minutes. The meeting was called by _____.

2. NOTICE

(Check one) [ ] Each director signed a written waiver of notice of the meeting, which is filed with these minutes. [ ] Notice of the meeting was given to each director on _____.

3. ATTENDANCE AND QUORUM

Directors present in person: _____

Directors present by video or phone: _____

Directors absent: _____

Others present at the invitation of the Board: _____

The chair announced that a quorum of the Board (check one) [ ] was present and that the meeting could proceed to business [ ] was not present, and no action was taken. Each resolution below was moved, seconded and adopted by (check one) [ ] the unanimous vote of the directors present [ ] the affirmative vote of a majority of the directors present.

4. CHARTER

RESOLVED, that the Charter, as filed, is approved in all respects, and the secretary of the Corporation is directed to place a copy of it in the Corporation's minute book.

5. BYLAWS

RESOLVED, that the bylaws presented at the meeting are (check one) [ ] adopted [ ] approved and ratified as the bylaws of the Corporation, and the secretary is directed to place a copy of them in the minute book.

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6. ELECTION OF OFFICERS

RESOLVED, that each person named below is elected to the office shown, to hold office for the term the bylaws provide and until a successor is elected and qualified:

President: _____

Secretary: _____

Treasurer: _____

Other office: _____ Name: _____

7. OTHER RESOLUTIONS (CHECK EACH ONE ADOPTED)

[ ] Form of stock certificate: the form of stock certificate presented at the meeting is approved.

[ ] Issuance of shares: the Corporation will issue, for consideration the Board determines is adequate, _____ shares of _____ to _____ for _____; _____ shares of _____ to _____ for _____.

[ ] Bank account: the officers may open deposit accounts with _____, and checks may be signed by _____.

[ ] Fiscal year: the fiscal year ends on _____ of each year.

[ ] Corporate seal: the form of seal presented at the meeting is adopted.

[ ] S corporation: the Corporation elects to be treated as an S corporation for federal income tax purposes, effective for its tax year beginning _____, if it qualifies.

[ ] Organizational expenses: the Corporation will pay or reimburse the expenses of organizing it, including _____.

[ ] Registrations: the officers may obtain a federal employer identification number, register with state and local tax and licensing authorities, and qualify the Corporation to do business in _____.

[ ] Ratification: all lawful actions taken by any incorporator on behalf of the Corporation, including filing the Charter, are ratified.

[ ] Other: RESOLVED, that _____.

RESOLVED, that the officers are authorized to take every other action they consider necessary or advisable to carry out these resolutions.

8. ADJOURNMENT

There being no further business, the meeting was adjourned at _____.

The undersigned secretary of the meeting certifies that these minutes are a true and accurate record of the meeting.

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SIGNATURES

Secretary of the Meeting

Signature: _____ Date: _____

Printed Name: _____

Chair of the Meeting (optional)

Signature: _____ Date: _____

Printed Name: _____

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