SHAREHOLDERS' CONSENT TO ACTION WITHOUT A MEETING

Corporation: _____ State of incorporation: _____

Type: [ ] unanimous written consent [ ] written consent by fewer than all shareholders [ ] unanimous consent in place of the annual meeting for _____

1. OPENING

The undersigned, being [ ] the holders of all of the outstanding shares entitled to vote [ ] shareholders who together hold at least the minimum number of votes that would be needed to take the actions below at a meeting at which all shares entitled to vote were present and voted, of _____, a _____ corporation (the "Corporation"), adopt the following resolutions by written consent without a meeting.

2. ACTION WITHOUT A MEETING

Authority. This consent is given without a meeting under _____ (the statute of the state of incorporation). It is intended to have the same effect as a vote of the shareholders at a meeting properly called and held.

Waiver of Meeting and Notice (unanimous consent only). By signing this consent, each shareholder signing it waives any meeting, and any notice of a meeting, that might otherwise be required for the actions it approves.

Less Than Unanimous Consent (consent by fewer than all shareholders only). The undersigned confirm that the Corporation's articles or certificate of incorporation and the laws of its state of incorporation allow the shareholders to act by written consent signed by fewer than all of the shareholders entitled to vote. As of the date of this consent, _____ shares were outstanding and entitled to vote on the actions below.

3. ELECTION OF DIRECTORS (CONSENT IN PLACE OF THE ANNUAL MEETING ONLY)

RESOLVED, that each person named below is elected as a director of the Corporation, to hold office for the term set by the Corporation's bylaws and until a successor is elected and qualified, or until the director's earlier death, resignation or removal: _____, _____, _____.

4. RESOLUTIONS

RESOLVED, that

_____.

RESOLVED, that

_____.

RESOLVED, that

_____.

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5. GENERAL AUTHORITY

FURTHER RESOLVED, that the officers of the Corporation are authorized to sign and deliver all documents, make all filings, pay all fees and expenses, and take every other action they consider necessary or advisable to carry out the purpose of these resolutions.

6. NOTICE TO SHAREHOLDERS WHO DID NOT CONSENT (CONSENT BY FEWER THAN ALL SHAREHOLDERS ONLY)

The Corporation will give written notice of the actions taken in this consent to each shareholder entitled to vote on them who did not sign it, at the time and in the manner the laws of its state of incorporation require.

7. EFFECTIVE DATE AND RECORDS

Effective Date. These resolutions take effect [ ] when the Corporation has received the signed consents needed to take the actions in them [ ] on _____, if by then the Corporation has received those signed consents.

Delivery and Records. Each shareholder signing this consent will deliver it to the secretary of the Corporation or another officer or agent who keeps the minutes of the shareholders' proceedings. The secretary will file this consent, with every signed counterpart, with the minutes of the proceedings of the shareholders.

Counterparts and Electronic Signatures. This consent may be signed in counterparts and by electronic signature, and signed counterparts may be delivered by electronic transmission, to the extent the laws of the state of incorporation permit. Each signed counterpart counts as an original, and together they form one consent.

8. CONSENTING SHAREHOLDERS

Shareholder: _____ Number of shares: _____ Class or series: _____

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SIGNATURES

Shareholder

Signature: _____ Date: _____

Printed Name: _____

Shareholder

Signature: _____ Date: _____

Printed Name: _____

Shareholder

Signature: _____ Date: _____

Printed Name: _____

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