

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

A _____ CORPORATION

A special meeting of the Board of Directors of the above captioned Corporation was held on date, time and place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and attached to the minutes of this meeting.

The meeting was called to order by the President and all Directors were present at the meeting. After discussion, upon motion duly made, seconded and carried, it was

RESOLVED, _____

FURTHER RESOLVED, the President, and such other Officers as (s)he may be designated are hereby authorized, empowered, and directed to take any and all action necessary or desirable to carry out the above-stated resolution

There being no further business to come before the meeting, upon duly made, seconded and (unanimously) carried, it was adjourned.

Dated this _____ day of _____, _____ at
_____.

Director