



Resolution to Reacquire and Redeem Outstanding Shares

WHEREAS, the Board of Directors of this Corporation has determined that it is in the best interests of the Corporation to reacquire certain shares of stock from its stockholders, and to thereafter retire said shares as non-voting Treasury stock, be it:

RESOLVED, that the Corporation hereby make an offer of redemption to its shareholders in accordance with the terms of offer as are annexed hereto, and

RESOLVED FURTHER, that the President of the Corporation undertake all actions necessary to carry out the foregoing resolution.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of _____, a corporation duly formed pursuant to the laws of the state of _____ and that the foregoing is a true record of a resolution duly adopted at a meeting of the _____ and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on _____, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this _____,
_____ of _____.

Secretary