



Resolution to Sell Assets Subject to Shareholder Approval

WHEREAS, an offer has been made to this Corporation by _____ to purchase the entire assets of this Corporation for the consideration and upon the terms and conditions set forth in the proposed agreement as annexed, and

WHEREAS, in the opinion of this Board of Directors, it is in the best interests of this Corporation that its entire assets be sold to _____ upon the price, terms and conditions in the proposed agreement above, be it:

RESOLVED, that the offer of said _____ is hereby accepted, subject to the approval of the stockholders of this Corporation, and

RESOLVED FURTHER, that the President and the Secretary are hereby authorized and directed to make, execute, and deliver the aforementioned agreement upon the adoption of the same by the stockholders of this Corporation, and

RESOLVED FURTHER, that the Secretary of the Corporation notice a special stockholder meeting for the purposes of obtaining stockholder approval to said sale.

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