

MINUTES OF COMBINED MEETING OF STOCKHOLDERS AND DIRECTORS

A combined meeting of Stockholders and Directors was held at the office of the Corporation, at _____ on , _____ (year),

The following Directors were present at the meeting:

being a quorum of the Directors of the Corporation.

The following Shareholders were present in person or by proxy at the meeting:

being a quorum of the Shareholders of the Corporation.

_____, President of the Corporation, chaired the meeting, and , _____ Secretary of the Corporation, acted as secretary of the meeting.

The Secretary presented notice or waiver of notice of the meeting, signed by all interested parties.

The meeting, having been duly convened, was ready to proceed with its business, whereupon it was:

The Secretary announced that shares of common stock had been voted in-favor of the foregoing resolution(s):

and shares of common stock had been voted against the resolution(s), said vote representing more than _____% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution(s) had been duly adopted. There being no further business, upon motion, the meeting was adjourned.

Secretary