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**Minutes of the First Meeting of the
Board of Directors**

^, INC.

First Meeting of the Board of Directors

The first meeting of the Board of Directors named in the Articles of Incorporation of ^, Inc., a corporation organized under the laws of the State of _____ (the "Corporation"), was held at ^, on ^, 19^ at ^.

The following members were present, constituting the entire Board:

^

Upon motion duly made, seconded and unanimously carried, ^ was named Chairman of the meeting and ^ was designated to act as Secretary.

The Chairman announced that the Articles of Incorporation had been filed with the Illinois Secretary of State on ^, 19^, that the Illinois Secretary of State had issued a certificate of incorporation with respect thereto on ^, 19^, and that such articles and certificate had been filed on ^, 19^ in the office of the Recorder of Deeds of ^ County, Illinois, being the county in which the Corporation's registered office is located.

He presented to the meeting a certified copy of the Articles of Incorporation and thereupon the following resolutions were offered, seconded and unanimously adopted:

RESOLVED: That the Articles of Incorporation of this Corporation filed with the Illinois Secretary of State on ^, 19^, be and the same hereby are approved and accepted.

RESOLVED: That a certified copy of the Articles of Incorporation be annexed to the minutes of this meeting and made a part of the corporate records of the Corporation.

The Chairman then presented to the meeting a set of By-Laws for the conduct and regulation of the business and affairs of the Corporation. The By-Laws were read and discussed, following which the following resolutions were offered, seconded and unanimously adopted:

RESOLVED: That the By-Laws submitted to and read at this meeting of the Board of Directors of the Corporation be and the same are hereby declared to be the By-Laws of this Corporation.

RESOLVED: That the Secretary of this meeting be and he is hereby instructed to cause the By-Laws referred to in the foregoing resolution to be annexed to the minutes of this meeting and made a part of the corporate records of the Corporation.

The Chairman announced that it was in order to elect officers of the Corporation to

serve until the first annual meeting and until their successors may be elected and qualify.

Thereupon, the following persons were nominated to serve as officers of the Corporation in the respective capacities set after their several names, the term of office of each such person to be until the first annual meeting of the Board of Directors and until their respective successors shall be elected and qualified:

President	^
Vice President	^
Vice President	^
Treasurer	^
Secretary	^

There being no further nominations, on motion duly made, seconded and unanimously carried, the nominations were closed and the Secretary was directed to cast the ballot for the unanimous election of the persons nominated for the respective offices as set forth above. The ballot was cast and the Chairman declared all such persons to be elected to the respective offices for which they were nominated to serve until the first annual meeting of the Board of Directors of the Corporation and until their respective successors have been elected and qualified.

The Secretary presented the seal proposed to be adopted as the seal of the Corporation, following which the following resolution was offered, seconded and unanimously adopted:

RESOLVED: That the seal presented to this meeting by the Secretary is hereby adopted as the seal of the Corporation and the Secretary is hereby directed to place an impression thereof on the minutes of this meeting.

The Chairman stated that it was in order to designate a depository for the funds of the Corporation and to make appropriate provisions for the drawing of checks or drafts thereon and for the transaction of other business incidental thereto. The following resolutions were offered, seconded and unanimously adopted: