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**Organizational Consent Action of the Board of Directors**

ORGANIZATIONAL CONSENT ACTION OF  
THE BOARD OF DIRECTORS  
OF  
^, INC.

The undersigned, being all the directors of ^, Inc., an [state] corporation (the "Corporation"), hereby adopt the following resolutions by unanimous consent:

ARTICLES OF INCORPORATION

RESOLVED: that the Articles of Incorporation of the Corporation as filed in the Office of the Secretary of State of [state] ^, 19^ and recorded in the Office of the Recorder of Deeds for the County of ^, [state] on ^, 19^, are hereby approved and adopted in all respects, and the Secretary of the Corporation is directed to cause such Articles to be inserted in the minute book of the Corporation.

BY-LAWS

FURTHER RESOLVED: that the By-Laws in the form attached hereto as Exhibit A are hereby adopted as the By-Laws of the Corporation, and the Secretary of the Corporation is directed to cause such ByLaws to be inserted in the minute book of the Corporation.

ELECTION OF OFFICERS

FURTHER RESOLVED: that each of the following-named individuals is hereby elected to the office of the Corporation set forth opposite his or her name below to hold office (except insofar as the Board of Directors may otherwise hereafter determine) for the respective terms provided in the By-Laws:

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

STOCK CERTIFICATE

FURTHER RESOLVED: that the specimen form of stock certificate attached hereto as Exhibit B is hereby adopted as the form of stock certificate for the Common Stock, ^ par value, of the Corporation.

CORPORATE SEAL

FURTHER RESOLVED: that the seal that makes the following imprint is hereby adopted as the seal of the Corporation:

^[Corporate Seal]

### ISSUANCE OF COMMON STOCK

FURTHER RESOLVED: that the President and the Secretary of the Corporation are hereby authorized and directed to cause the Corporation to issue shares of its authorized Common Stock, ^ par value, such issuance to be to the persons listed on Exhibit C and, in the case of each such person, to be in the number of shares set forth opposite such person's name on Exhibit C, and such issuance to be in exchange for consideration of the payment therefor by each of such persons of cash in the amount set forth opposite such person's name (\$^ in the aggregate), which payment has heretofore been received by the Corporation; and that upon the issuance thereof such shares shall be fully paid and non-assessable and shall be represented by stock certificates issued and delivered to the persons, and in the denominations, set forth on Exhibit C.

### ISSUANCE OF PREFERRED STOCK

FURTHER RESOLVED: that the President and the Secretary of the Corporation are hereby authorized and directed to cause the Corporation to issue ^ shares of its authorized Preferred Stock, ^ par value, such issuance to be to the persons listed on Exhibit D and, in the case of each such person, to be in the number of shares set forth opposite such person's name on Exhibit D, and such issuance to be in exchange for the payment therefor by each of such persons of cash in the amount set forth opposite such person's name \$^ in the aggregate), which payment has heretofore been received by the Corporation; and that upon the issuance thereof such shares shall be fully paid and nonassessable and shall be represented by stock certificates issued and delivered to the persons, and in the denominations, set forth on Exhibit D.

### BANKING AND FUNDS