

*Board of Directors' Resolutions – Sale/Purchase*

RESOLVED, that subject to the approval of its shareholders, the Corporation enter into the proposed Assets Purchase Agreement by and among XYZ Corporation (Seller), John Doe and Richard Roe (Shareholders) and ABC Corporation (Purchaser) and all of the other documents referred to therein, including such other instruments and documents necessary and proper to consummate the closing of the transaction contemplated by the Assets Purchase Agreement; and it is further

RESOLVED, that the President and Secretary of the Corporation are each directed and authorized to take all necessary steps and to execute all necessary documents to effectuate this (sale/purchase) under the terms of the Assets Purchase Agreement.

*Shareholders' Resolution – Sale/Purchase*

RESOLVED, that the Corporation enter into a proposed Assets Purchase Agreement by and among XYZ Corporation (Seller), John Doe and Richard Doe (Shareholders) and ABC Corporation (Purchaser) and all of the other documents referred to therein, including such other instruments and documents necessary and proper to consummate the closing of the transaction contemplated by the Assets Purchase Agreement; and it is further

RESOLVED, that the board of directors of the Corporation be and they hereby are directed and authorized to take such action as may be necessary to effectuate this (sale/purchase) under the terms of the Assets Purchase Agreement.