

*Directors' Liquidation Resolutions*

RESOLVED, that XYZ Corporation (Corporation) be dissolved, with all its corporate rights, franchises, and privileges whatsoever, be surrendered and cancelled in accordance with the laws of the State of New York; and it is further

RESOLVED, that the Plan of Liquidation and Dissolution (attached) be, and hereby is, approved and adopted; and it is further

RESOLVED, that if the shareholders of the Corporation authorize the dissolution, the proper corporate officers be, and they hereby are, authorized and directed to file the necessary certificate with the Department of State of New York and to take any other action necessary to effect the dissolution; and it is further

RESOLVED, that the proper corporate officers be, and they hereby are, authorized and directed to pay all fees and taxes and to do or cause to be done all acts as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation; and it is further

RESOLVED, that the liquidation and dissolution of the Corporation be completed as soon as practicable, but in no event later than the time set forth in the Plan of Liquidation and Dissolution.

*Shareholders' Liquidation Resolutions*

RESOLVED, that XYZ Corporation (Corporation) be dissolved, with all its corporate rights, franchises, and privileges whatsoever, be surrendered and cancelled in accordance with the laws of the State of New York; and it is

RESOLVED, that the Plan of Liquidation and Dissolution (attached) approved by the Board of Directors, be, and hereby is, approved and adopted