Action by Unanimous Written Consent of
the Board of Directors of
[Name of Company]

The undersigned, being all the directors of [Name of Company], do hereby consent, pursuant to Section 708(b) of the Business Corporation Law of the State of New York, to adoption of the following resolutions, and that such action be taken without a meeting of the Board of Directors.

ACTIONS OF SHAREHOLDERS

RESOLVED, that the actions of the shareholders of the Corporation taken by Unanimous Written Consent dated _____, a copy of which is annexed hereto, are hereby adopted as the actions of this Board of Directors; and it is further

RESOLVED, that the Corporate Resolution appended to said Written Consent designating the [Name of Bank] as a depository of the Corporation is hereby adopted and approved; and it is further

RESOLVED, that the foregoing adoption of the actions of the shareholders of the Corporation is taken pursuant to, and by direction of, the shareholders of the Corporation as set forth in the aforementioned Unanimous Written Consent.

Dated: _____

_____
[Name], Director

_____
[Name], Director

_____
[Name], Director