UNANIMOUS ACTION OF ALL THE DIRECTORS AND SHAREHOLDERS OF

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Minutes of Annual Meeting)

The undersigned, being all the Directors and Shareholders of \_ pursuant to the provisions of Sections 141 and 228 of the Delaware General Corporation Law, agree that the following was approved as if duly taken at a regularly called meeting of the corporation on and shall be entered into the minutes of the corporation:

RESOLVED: That the following persons are elected (re-elected) as officers of the corporation to serve until their successors are elected and qualify:

President:

Secretary:

Treasurer:

FURTHER RESOLVED: That the following persons are elected (re-elected) as Directors of the corporation to serve until their successors are elected and qualify:

Director:

Director:

FURTHER RESOLVED: That \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shall continue to be retained as the corporation's Certified Public Accountant.

FURTHER RESOLVED: That the authorized salary of (President) shall be for the next fiscal year.

FURTHER RESOLVED: That shall be paid a bonus of

$ on or before in recognition of his/her extraordinary administrative and executive efforts during the fiscal year.

FURTHER RESOLVED: That the President is authorized to contribute $ to the corporation's (Name of Qualified Retirement Plan) such amounts to be contributed on or before the deadline or extended for filing the United States Corporation Tax Returns.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Director or Directors)

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Stockholder or Stockholders)

Dated: