

RESOLUTION TO SELL BUSINESS ASSETS

WHEREAS, the Corporation has received an offer from _____

to purchase all the assets of the Corporation as a going business concern, all as were particularly set forth in a certain purchase agreement annexed hereto, and

WHEREAS, it is in the best interests of the Corporation and its shareholders for the Corporation to sell its assets pursuant to the terms of agreement, be it:

RESOLVED, that the offer to purchase the assets of the Corporation is hereby accepted by the Board of Directors, but subject to approval and ratification by the requisite number of shareholders of the Corporation; and

RESOLVED FURTHER, that upon shareholder approval, the President of the Corporation undertake all acts and execute all documents as necessary to consummate said transaction upon its terms.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of _____,

A corporation duly formed pursuant to the laws of the state of _____

And that the foregoing is a true record of a resolution duly adopted at a meeting of the _____ and that said meeting was held in

accordance with state law and the Bylaws of the above-named Corporation on _____, and that said resolution is now in full force and effect without modification or rescission.

As witness, I have executed my name as Secretary and have affixed the corporate seal of the above-named Corporation this _____ day of _____, _____.

Signature of Secretary

Printed Name of Secretary