

Resolution to Sell Assets Subject to Shareholder Approval

WHEREAS, an offer has been made to this Corporation by _____
to purchase the entire assets of this Corporation for the consideration and upon the terms
and conditions set forth in the proposed agreement as annexed, and

WHEREAS, it is in the best interests of this Corporation that its entire assets be sold to
_____ upon the price, terms and
conditions in the proposed agreement above, be it:

RESOLVED, that the offer of said _____ is hereby
accepted, subject to the approval of the stockholders of this Corporation, and

RESOLVED FURTHER, that the President and the Secretary are hereby authorized and
directed to make, execute, and deliver the aforementioned agreement upon the adoption
of the same by the stockholders of this Corporation, and

RESOLVED FURTHER, that the Secretary of the Corporation notice a special
stockholder meeting for the purpose of obtaining stockholder approval to said sale.

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