**[NAME]**

**ACTION BY UNANIMOUS WRITTEN CONSENT**

**OF THE BOARD OF DIRECTORS**

Effective: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_, 20\_\_\_\_

In accordance with Section 6.201 of the Texas Business Organizations Code and the Certificate of Formation and the Bylaws of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, a Texas corporation (the “Company”), the undersigned, constituting all of the members of the Company’s Board of Directors (the “Board of Directors”), hereby take the following actions and adopt the following resolutions by unanimous written consent without a meeting:

RESOLVED, that every action taken or authorized with respect to the Company by the Organizer of the Company is ratified and the Organizer is hereby discharged from any further liabilities or duties with respect to the Company and the Company further agrees to indemnify and hold harmless the Organizer from any liability incurred in the past or the future with respect to organizing the Company.

RESOLVED, that the Company shall maintain as part of its corporate records a book, in electronic or physical form, entitled “Minute Book” which shall include, but not be limited to, (i) a record of its Certificate of Formation and amendments thereto, (ii) its Bylaws and amendments thereto, and (iii) minutes of all meetings of its directors and of its stockholders with the time and place of holding, whether regular or special (and if special how authorized), the notice thereof given, the number of shares present or represented at stockholders’ meetings, and the proceedings of the meetings.

RESOLVED, that the following persons are elected as officers of the Company to the offices set forth opposite their respective names, to serve at the pleasure of the Board:

|  |  |
| --- | --- |
| Name | Title |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Chief Executive Officer/President |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Secretary |

RESOLVED, that the Chief Executive Officer/President is authorized to sign and deliver any agreement in the name of the Company and to otherwise obligate the Company in any respect relating to matters of the business of the Company, and to delegate such authority in his or her discretion, within budgets approved by the Board.

RESOLVED, that the officers are authorized and directed to apply for an employer identification number on IRS Form SS-4, unless the Organizer of the Company has previously made such application.

RESOLVED, that the officers are authorized and directed to pay the expenses incurred in the formation of the Company.

RESOLVED, that the officers of the Company are authorized and directed, in their discretion, to select and designate from time to time one or more banks or other financial institutions as a depository of funds of the Company, and that the proper officers are authorized to open and maintain, in the name of the Company, a checking, savings, safe deposit, payroll or other account or accounts with said depository.

RESOLVED, That the standard form of corporate banking or financial resolutions of such banks or financial institutions necessary to accomplish the foregoing resolution and showing the persons authorized to draw on such account, are approved and adopted as the resolutions of this Board, and the officers are authorized to execute, certify, and deliver a copy thereof to such banks or financial institutions as the resolutions of this Company.

RESOLVED, that the officers are authorized and directed to consult with the bookkeeper, auditors and attorneys of the Company in order to be fully informed as to, and to collect and pay promptly when due, all withholding taxes for which the Company may now be (or hereafter become) liable.

RESOLVED, that the officers of the Company are authorized to take any and all steps that they deem to be necessary to qualify the Company to do business as a foreign corporation in each state that the officers determine such qualification to be necessary or appropriate.

RESOLVED, that the stock certificate representing the Common Stock of the Company shall be in the form of the stock certificate attached hereto as Addendum 1, with such appropriate information entered thereon as to the capitalization of the Company at the time of issuance and otherwise as may be required by the Delaware General Corporation Law.

RESOLVED, that it is desirable and in the best interest of the Company that its securities be qualified or registered for sale in various states; that the Chief Executive Officer/President or any Vice President and the Secretary or any Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of the Company as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of the Company any and all such acts as they deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority from the Company and the approval and ratification by the Company of the papers and documents so executed and the action so taken.

RESOLVED, that, following any desirable or necessary qualification or registration of shares as set in the above resolution, the officers are authorized to sell and issue on behalf of the Company the shares of stock as set forth in Exhibit A (the “Shares”) to the purchasers listed therein (the “Purchasers”) in the amounts and subject to the vesting provisions specified opposite the Purchaser’s name, at the price per share as set forth in Exhibit A, which the Board determines to be the fair value of such Shares as of the date hereof, and in exchange for the consideration set forth in Exhibit A, which the Board determines to have a value equal to the fair value of the Shares.

RESOLVED, that, as set forth in Exhibit A, certain stock sales authorized in the above resolution shall be made pursuant to a stock purchase agreement in substantially the form attached hereto as Exhibit B.

RESOLVED, that all actions taken heretofore by the Organizer, officers and directors with respect to all matters contemplated by the foregoing resolutions and the transactions contemplated thereby are hereby approved, adopted, ratified and confirmed.

RESOLVED, that each of the officers is authorized and empowered to take all such actions (including, without limitation, soliciting appropriate consents or waivers from stockholders) and to execute and deliver all such documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions and to effect any transactions contemplated thereby and the performance of any such actions and the execution and delivery of any such documents shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

In accordance with the Company’s Bylaws, this action may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same action.

|  |  |
| --- | --- |
|  | BOARD OF DIRECTORS: |

**ADDENDUM 1**

Form of Common Stock Certificate

**EXHIBIT A**

Initial Shares to be Issued

**EXHIBIT B**

Form of Common Stock Purchase Agreement