[COMPANY NAME]

Action by Unanimous Written Consent

OF THE BOARD OF DIRECTORS

In accordance with Section 141(f) of the Delaware General Corporation Law and the bylaws of [Company Name], a Delaware [public benefit] corporation (the “**Company**”), the undersigned, constituting all of the members of the Company’s Board of Directors (the “**Board**”), hereby take the following actions and adopt the following resolutions by unanimous written consent without a meeting:

*Ratification of Actions of Incorporator*

**RESOLVED:** Every action taken or authorized with respect to the Company by the incorporator of the Company (including, without limitation, the initial incorporation of the Company, the election of directors and the adoption of the bylaws) is ratified to the extent not contrary with any of the following resolutions of the Board, and the incorporator 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 incorporator from any liability incurred in the past or the future with respect to organizing the Company.

*Minute Book*

**RESOLVED:** The Company shall maintain as part of its corporate records a book, in electronic or physical form, entitled “minute book” or “corporate records,” which shall include certified copies of its certificate of incorporation and bylaws and any amendments thereto, minutes and notices of all meetings, and actions by written consent, of the Board, committees of the Board and stockholders, and any other records that the Secretary of the Company deems advisable to be maintained in such book.

*Election of Officers*

**RESOLVED**: The following persons are elected as officers of the Company to the offices set forth opposite their respective names, to serve until their respective successors are duly elected and qualified or until any such officer’s earlier resignation or removal:

|  |  |
| --- | --- |
| **Title** | **Name** |
| Chief Executive Officer | [Officer Name] |
| President  | [Officer Name] |
| Secretary | [Officer Name] |
| Treasurer | [Officer Name] |
|  |  |

*Authority of Officers*

**RESOLVED:** In accordance with the powers of the officers specified in the Company’s bylaws, the officers of the Company are authorized to execute and deliver any agreement in the name of the Company and to otherwise obligate the Company with respect to the business of the Company, within general guidelines and budgets approved by the Board; *provided, however,* that the Board may adopt from time to time specific limitations on the authority of such officers.

*Uncertificated Stock; Notices*

**RESOLVED:** The shares of the Company shall be uncertificated, *provided* that the Company may issue certificated shares for some or all of any or all classes or series of its capital stock if deemed advisable and in the best interests of the Company by the officers, in consultation with legal counsel.

**RESOLVED FURTHER:** The officers are authorized and directed to send a written notice to record owners of shares of uncertificated stock in accordance with the Delaware General Corporation Law substantially in the form provided to the Board with such changes deemed necessary or advisable by the officers, in consultation with legal counsel.

**RESOLVED FURTHER:** If the Company issues certificated shares, the stock certificates representing capital stock of the Company shall be in substantially the form of stock certificate as determined by the Secretary of the Company. Each such certificate shall bear the name of the Company, the number of shares represented thereby, the name of the owner of such shares and the date such shares were issued.

**RESOLVED FURTHER:** Any such stock certificates shall be consecutively numbered by class and/or series beginning with No. 1, shall be issued only when the signature or signatures of any two officers of the Company (which may be the same person) are affixed thereto, and may also bear other wording related to the ownership, issuance and transferability of the shares represented thereby.

**RESOLVED FURTHER:** The Company is authorized to administer its capitalization records through an online or electronic system established and maintained by the Company or a third party designated by the Company.

*Sale and Issuance of Stock*

**RESOLVED:** The officers are authorized to sell and issue on behalf of the Company the shares of stock set forth in Exhibit A (the “**Shares**”) to the purchasers listed therein (the “**Purchasers**”) in the amounts specified opposite each Purchaser’s name. Such Shares shall be sold and issued at the price per share 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 cash, or any other form of consideration permitted by applicable law, which the Board determines to have a value at least equal to the fair value of the Shares.

**RESOLVED FURTHER:** Each stock sale authorized in the above resolution shall be made pursuant to a stock purchase agreement substantially in the form provided to the Board with such changes deemed necessary or advisable by the officers, in consultation with legal counsel.

**RESOLVED FURTHER:** Upon the Company’s receipt of a fully executed stock purchase agreement and the consideration provided for therein, the Company is authorized and directed to issue a written notice of issuance with respect to the Shares.

**RESOLVED FURTHER:** The stock sales authorized in these resolutions shall be conducted in such a manner as to qualify for exemption from any applicable state requirements regarding registration of the sale of securities.

**RESOLVED FURTHER:** The officers, in consultation with legal counsel, and their designees or agents, are authorized and directed to execute, verify and file all documents, and to take whatever actions that are necessary or advisable, to comply with all applicable state and federal securities laws.

*Adoption of [Year of Adoption] Equity Incentive Plan and Agreements*

**RESOLVED:** The [Year of Adoption] Equity Incentive Plan (the “**Plan**”) in substantially the form attached hereto as Exhibit B is adopted and approved.

**RESOLVED FURTHER:** [Number] shares of common stock are reserved for issuance under the Plan, subject to adjustment as provided in the Plan.

**RESOLVED FURTHER:** The forms of stock option agreement and restricted stock purchase agreements for use under the Plan, in substantially the forms attached hereto as Exhibit C, with any such changes thereto as the officers, in consultation with legal counsel, may deem to be necessary or advisable, are adopted and approved.

**RESOLVED FURTHER:** The officers, in consultation with legal counsel, and their designees or agents, are authorized and directed to solicit the consent of the stockholders to the adoption of the Plan within 12 months of the date hereof, and to execute, verify and file all documents, and to take whatever actions that are necessary or advisable, to comply with all applicable state and federal securities laws.

*Indemnification Agreement*

**RESOLVED:** The Company is authorized to execute and deliver an indemnification agreement with each of its current and future directors and officers in substantially the form attached hereto as Exhibit D, with any such changes thereto as the officers, in consultation with legal counsel, may deem to be necessary or advisable in order to comply with applicable law.

*Employer Identification Numbers*

**RESOLVED:** The officers are authorized and directed to apply for a federal employer identification number on IRS Form SS-4 and to apply for applicable state employer identification numbers, or to submit online applications for such numbers.

*Fiscal Year*

**RESOLVED:** The fiscal year of the Company shall end on [December 31] of each year.

*Incorporation Expenses*

**RESOLVED:** The Company is authorized to pay and reimburse the expenses of incorporation and organization of the Company, including, without limitation, expenses incurred prior to the incorporation of the Company.

**RESOLVED FURTHER:** The officers are authorized to determine whether to elect to apply Section 248(a) of the Internal Revenue Code of 1986, as amended, with respect to any organizational expenditures.

*Withholding Taxes*

**RESOLVED:** 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.

*Qualification to Do Business*

**RESOLVED:** The officers 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.

*Management of Fiscal Affairs*

**RESOLVED:** In furtherance of and not in limitation of the powers of the officers specified in the Company’s bylaws, the Chief Executive Officer, the President and the Treasurer of the Company are authorized and directed, in their discretion, to select and designate a bank or other financial institution 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 FURTHER:** The standard form of corporate banking resolutions of such bank(s) necessary to accomplish the foregoing resolution and showing the persons authorized to draw on such account, are approved and adopted as the resolutions of the Board, and the officers are authorized to execute, certify, and deliver a copy thereof to said bank (or banks) as the resolutions of the Company.

*Omnibus Resolution*

**RESOLVED:** 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.

**RESOLVED FURTHER:** Any and all actions taken by the directors or officers of the Company to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, adopted, ratified and confirmed.

*[Signature Page Follows]*

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.

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| --- | --- | --- |
| Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_[Director Name] |
| Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_[Director Name] |

**EXHIBIT A**

Initial Stock Issuance Table

| **Name** | **Shares and Price** | **Form of Agreement** |
| --- | --- | --- |
| [Purchaser Name] | [Number] shares of common stock at $[0.00001] per share | Restricted Stock Purchase Agreement |
| [Purchaser Name] | [Number] shares of common stock at $[0.00001] per share | Restricted Stock Purchase Agreement |

**EXHIBIT B**

[year of adoption] equity incentive plan

**EXHIBIT C**

forms of agreementS under the plan

**EXHIBIT D**

FORM OF INDEMNIFICATION AGREEMENT