

**Action By Written Consent
Of The Board Of Directors Of
(Company holding shares)**

The undersigned, constituting the members of the Board of Directors (the “Board”) of (company holding shares), a (name of state) corporation (the “Company”), pursuant to Section 141(f) of the (name of state) General Corporation Law, hereby adopt the following resolutions by unanimous written consent, effective as of (date), (year).

Donation Of Warrants

WHEREAS, the Board had determined that it is in the best interests of the Company to make a charitable donation to (company entitled to purchase warrants);

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the issuance of a warrant to purchase (# of) shares of the Company’s common stock to (company entitled to purchase warrants) (the “Warrant”);

RESOLVED FURTHER, that the exercise price of the Warrant shall be (share price) per share, which the Board hereby determines, after due consideration of all relevant factors, to be above the fair market value of the Company’s common stock on the date hereof;

RESOLVED FURTHER, that the Warrant shall be exercisable as set forth in the Warrant to Purchase Common Stock;

RESOLVED FURTHER, that (# of) shares of the Company’s common stock (the “Common Stock”) be, and they hereby are, reserved for issuance pursuant to the terms of the Warrant;

RESOLVED FURTHER, that the issuance and delivery of the Common Stock issuable upon exercise of the Warrant be, and they hereby are, authorized and approved in all respects;

RESOLVED FURTHER, that when the consideration provided for in the Warrant has been received by the Company, the Common Stock, shall be duly and validly issued, fully paid and non-assessable;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and deliver one or more certificates for the Common Stock issued upon exercise of the Warrant, in such form as may be approved by such officers;

RESOLVED FURTHER, that the Common Stock shall be offered, sold, and issued in reliance on any applicable exemption from registration provided by the Securities Act of 1933, as amended, and any applicable exemption under applicable state blue sky laws, and that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and file any forms, certificates, notices, or other documents that are necessary or appropriate pursuant to federal or state securities laws; and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the foregoing resolutions.

This action by Written Consent may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent.
