

**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 _____ Inc., a Delaware 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:

1. Approval of Temporary Custody Agreement

WHEREAS: The Board deems it beneficial and in the best interest of the Company and its stockholders to take any and all precautionary measures as reasonably necessary and permitted to safeguard the integrity of the Company bank deposits.

WHEREAS: _____ ("Founder") has temporarily transferred, or intends to temporarily transfer, all or a portion of the Company's bank deposits into a bank account owned or controlled by Founder, pending the opening of one or more additional Company bank accounts at a federally insured financial institution in the United States.

RESOLVED That upon consideration of all facts that the Board deems relevant, and in good faith, the Board hereby approves and ratifies the Temporary Custody Agreement between the Company and Founder in the form hereto attached as Exhibit A.

2. Approval of New Bank Account Opening

RESOLVED: That the Chief Executive Officer of the Company 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 banking matters for the Company, and to delegate such authority in his discretion.

RESOLVED: That the Chief Executive Officer is authorized and directed, in his or her discretion, to select and designate from time to time one or more U.S. federally insured banks or other financial institutions as a depository of funds of the Company, and that the Chief Executive Officer is 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: 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.

3. Waiver of Interested Director Transaction

WHEREAS: Pursuant to Section 144 of the DGCL, no contract or transaction between the Company and any other corporation, partnership, association or other organization in which one or more of the officers or directors of the Company is an officer or director of, or has a financial interest in (any such party is referred to herein individually as an “Interested Party,” or collectively as the “Interested Parties,” and any such contract or transaction is referred to herein as an “Interested Party Transaction”), shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorized the Interested Party Transaction or solely because the vote of any such director is counted for such purpose, if, among other things, the material facts as to the relationship or interest and as to the contract are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by the Board or the stockholders.

WHEREAS: It is hereby disclosed or made known to the Board that (i) Founder is a director of the Company, such that Founder may be considered an Interested Party, and the temporary transfer of the Company funds to a bank account owned or controlled by Founder (the “Transaction”) may be an Interested Party Transaction.

RESOLVED: Based on all of the foregoing factors, the Board has concluded that the Transaction is desirable, advisable and in the best interests of the Company and its stockholders and that entering into the Temporary Custody Agreement is desirable, advisable and in the best interests of the Company and its stockholders.

4. Omnibus Resolution

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.

The consent of the undersigned shall be effective immediately upon the election of the undersigned as directors of the corporation; provided, however, that if such event has already occurred before the time of execution of this consent by the undersigned, then this consent shall be effective immediately. This consent shall be deemed revoked if it has not become effective within 60 days of the Actual Date of Signature below, which Actual Date of Signature is the date on which provision for the effectiveness of this consent has been made.

Dated: _____

Dated: _____

Dated: _____

Exhibit A

Temporary Custody Agreement