**Action by Written Consent  
of the Sole Director  
in Lieu of First Meeting of**

**ABC CORP.**

The undersigned, constituting the sole member of the Board of Directors (the “**Board**”) of ABC CORP., a Delaware corporation (the “**Company**”), in accordance with Section 141(f) of the Delaware General Corporation law, without the formality of convening a meeting, does hereby consent to and adopt the following resolutions. It is the intent of the undersigned that this consent be executed in lieu of, and constitute, the first or organizational meeting of the Board, which consent shall be filed by the Secretary of the Company with the minutes of the meetings of the Board.

**Formation**

Whereas, the Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on [\_\_\_\_\_\_\_\_\_\_\_], 20[\_\_] and recorded with the County Recorder of New Castle County, where the Company’s registered office is to be located.

Resolved, that the Secretary of the Company is hereby directed to insert the certified copy of the Certificate of Incorporation in the Company’s minute book.

Resolved Further, that all the acts of the sole incorporator of the Company in forming and organizing the Company are hereby approved, ratified, and adopted as valid and binding acts of the Company.

Resolved Further, that the Company, to the full extent permitted by law, indemnify the sole incorporator against any and all damages, costs, and injury sustained in connection with the formation and organization of the Company.

**Bylaws**

Whereas, a form of bylaws for the Company attached hereto as Exhibit A has been reviewed by the directors.

Resolved, that the bylaws attached hereto as Exhibit A are hereby adopted as the bylaws of the Company.

Resolved Further, that the Secretary of the Company is hereby authorized and directed to execute a certificate of the adoption of such bylaws, to insert the bylaws so certified in the minute book of the Company and to see that a copy of such bylaws, similarly certified, is kept at the Company’s principal office.

**Election of Officers**

Whereas, the bylaws provide for the election of officers of the Company by the Board.

Resolved, that the following persons are hereby elected to the offices indicated after the names to serve until their respective successors are elected and qualified:

|  |  |
| --- | --- |
| [\_\_\_\_\_\_\_\_\_\_\_\_\_] | President |
| [\_\_\_\_\_\_\_\_\_\_\_\_\_] | Treasurer |
| [\_\_\_\_\_\_\_\_\_\_\_\_\_] | Secretary |

Resolved Further, that the President shall be the chief executive officer of the Company.

Resolved Further, that the Treasurer shall be the chief financial officer of the Company.

**Organizational Expenses**

Whereas, the Board wishes to provide for the payment of organizational expenses.

Resolved, that any officer of the Company is authorized and directed to pay the expenses of incorporation and organization of the Company.

**Bank Account**

Whereas, the Board is desirous of opening one or more bank accounts for the Company.

Resolved, that the Company establish in its name one or more deposit accounts with one or more banks, trust companies or other financial institutions.

Resolved Further, that any officer of the Company be, and each of them hereby is, authorized to establish such an account or accounts, on terms and conditions as agreed on with the financial institution, and to designate the terms upon which the Company shall be authorized to draw on such accounts, make deposits therein, or direct the investment of funds located therein.

Resolved Further, that any officer of the Company be, and each of them hereby is, authorized to certify as to the adoption of the standard authorizing resolutions of such financial institutions with which the Company establishes an account or accounts, provided that such authorizing resolutions do not conflict with the resolutions set forth herein.

**Fiscal Year**

Whereas, it is necessary for the Company to select a fiscal year.

Resolved, that the fiscal year of the Company shall end on the 31st day of the month of December of each year.

**Principal Office**

Whereas, the Company’s principal location has been established.

Resolved, that the principal executive office of the Company be located at:

123 Main Street

New York, New York 10000

**Foreign Qualification**

Whereas, it may be necessary and in the best interest of the Company that from time to time it qualify as a foreign corporation to do business in various states.

Resolved, that each of the officers of the Company is hereby authorized to determine the states in which the Company should qualify as a foreign corporation.

Resolved Further, that each of the officers of the Company is hereby authorized and directed to perform for and on behalf of the Company any and all such acts as each officer deems necessary or advisable in order to comply with the applicable laws of any such states, and to execute and file all requisite documents and pay all fees in connection with the qualification to do business in any such state.

**Agent for Service of Process**

Whereas, the Company is required by statute to designate an agent for service of process in the State of Delaware.

Whereas, The Corporation Trust Company has been designated as that agent in the Company’s Certificate of Incorporation filed with the Secretary of State of Delaware.

Resolved, that The Corporation Trust Company, a corporation incorporated under the laws of Delaware, is approved as the Company’s agent for service of process in Delaware.

**Stock Certificate**

Whereas, the Board desires to approve and adopt a form of stock certificate attached hereto as Exhibit B for use by the Company when issuing shares of capital stock.

Resolved, that the form of stock certificate attached hereto as Exhibit B is hereby approved and adopted for use by the Company.

Sale and Issuance of Capital Stock

Whereas, the Board would like to approve financing for the Company and has concluded that the Company’s initial capital should be raised through the issuance of stock.

Resolved, that the Company issue and sell shares of its authorized common stock ($0.0001 par value) at the price per share of $1, which the Board hereby determines to be equal to or greater than the fair market value of the Company’s common stock as of the date hereof, to the following person or persons in the number and for the aggregate consideration set forth below:

|  |  |  |
| --- | --- | --- |
| ***Name*** | ***No. of Shares*** | ***Total Purchase Price*** |
| [\_\_\_\_\_\_\_\_\_\_\_\_\_] | 1,000 | $1,000 |

Resolved Further, that with respect to each share sold, the amount of consideration equal to the par value of such stock shall be allocated to capital and the remaining amount of consideration paid for each share, if any, shall be allocated to paid-in surplus.

Resolved Further, that the execution and delivery of the Company’s form of Common Stock Purchase Agreement with the individual(s) listed above in substantially the form attached hereto as Exhibit C and the execution and delivery of such agreements by any officer of the Company is hereby authorized and approved.

Resolved Further, that each of the officers of the Company is hereby authorized and directed to take all actions that may be necessary and proper for the Company to issue and sell the above shares to the persons named in accordance with applicable federal and state laws.

Resolved Further, that the officers of the Company be, and each hereby is, authorized, directed and empowered to make, execute and file, or cause to be filed with the securities administrators of relevant jurisdictions, such consents to service of process, notices, reports, and other documents as are deemed necessary or appropriate to qualify or register or exempt from qualification or registration the foregoing offer, sale and issuance of the stock.

**General Authority**

Resolved, that any and all actions whether previously or subsequently taken by the officers and directors of the Company, which are consistent with and in furtherance of the intent and purposes of the foregoing resolutions and the consummation of the transactions contemplated therein, shall be, and hereby are, in all respects, ratified, approved and confirmed.

Resolved Further, that the officers of the Company, and each of them, and such persons appointed to act on their behalf pursuant to the foregoing resolutions, are hereby authorized and directed in the name of the Company and on its behalf, to execute any additional certificates (including any officers’ certificates), agreements, instruments or documents, or any amendments or supplements thereto, or to do or to cause to be done any and all other acts as they shall deem necessary, appropriate or in furtherance of the full effectuation of the purposes of each of the foregoing resolutions and the transactions contemplated therein.

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In Witness Whereof, the undersigned has executed this Action by Written Consent of the Sole Member of the Board of Directors as of the date indicated below.

|  |  |
| --- | --- |
| By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| [\_\_\_\_\_\_\_\_\_\_\_\_\_] |  |

**EXHIBIT A**

BYLAWS

**EXHIBIT B**

FORM OF STOCK CERTIFICATE

**EXHIBIT C**

COMMON STOCK PURCHASE AGREEMENT