**Action by Written Consent of**

**Sole Incorporator of**

**ABC CORP.**

[\_\_\_\_\_\_\_\_\_\_\_], 20[\_\_]

The undersigned, being the sole incorporator of ABC CORP., a Delaware corporation (the “**Company**”), pursuant to Section 108 of the Delaware General Corporation Law, adopts the following resolutions by written consent:

**Appointment of Director**

**Resolved,** that, effective as of the date hereof, the following person is appointed as initial director of the Company to serve until the earliest of (i) the Company’s first annual meeting of stockholders, (ii) the due election and qualification of such director’s successor or (iii) such director’s death, resignation or removal:

[\_\_\_\_\_\_\_\_\_\_\_\_\_]

Resignation of Incorporator

**Resolved,** that, effective as of the date hereof, the undersigned hereby resigns as incorporator of the Company.

[*Remainder of Page Left Intentionally Blank*]

The undersigned has executed this Action by Written Consent of the Sole Incorporator of ABC CORP. as of the date first written above.

[\_\_\_\_\_\_\_\_\_\_\_\_\_], Sole Incorporator