

**ACTION OF THE DIRECTORS OF
[COMPANY NAME], INC.
TAKEN BY UNANIMOUS WRITTEN CONSENT IN LIEU
OF AN ORGANIZATIONAL MEETING**

Pursuant to § 14-2-821 of the Georgia Business Corporation Code, the undersigned, being the directors of [Company Name] Inc., do hereby consent to and adopt the following resolutions, which actions shall have the same force and effect as if taken by unanimous affirmative vote at the organizational meeting of the Board of Directors of said corporation duly called and held pursuant to the provisions of § 14-2-205 of said Code, and direct that this written consent to such action be filed with the minutes of the proceedings of the Board of Directors of the corporation.

RESOLVED, that the Articles of Incorporation, having been filed in the office of the Secretary of State, the Certificate of Incorporation having been issued by the Secretary of State and the fees incident to the lawful incorporation of the corporation having been paid, a copy of which has been placed in the corporation's minute book, be hereby accepted and approved for the corporation;

RESOLVED, that the actions of the incorporator in organizing the corporation be hereby approved and ratified;

RESOLVED, that the Bylaws presented to the Directors and placed in the corporation's minute book be hereby adopted as the Bylaws of the corporation for the regulation and management of its affairs;

RESOLVED, that the following named persons are hereby declared elected to the offices of the corporation set forth opposite their respective names to serve as such officers pursuant to the Bylaws:

President, _____
Secretary, _____
Treasurer, _____

RESOLVED, that the form of stock certificate presented to the Director be hereby adopted as the form of certificate to represent the shares of common stock of the corporation;

RESOLVED, that the form of seal affixed to the margin hereof be hereby adopted as the corporate seal of the corporation:

RESOLVED, that the Share Subscription Agreement of the following named persons or entities, placed in the corporation's minute book and incorporated herein by this reference, and appearing to be in the best interests of the corporation, be hereby accepted in accordance with their terms:

Subscriber: _____
Number of Shares: _____
Consideration: _____

RESOLVED, that the President of the corporation be hereby authorized to note acceptance upon said Share Subscription Agreements for the corporation and that the officers of the corporation specified in the Bylaws be hereby directed to issue a stock certificate to said subscriber in accordance with the Share Subscription Agreement;

RESOLVED, that inasmuch as the corporation has received the consideration set forth in said Share Subscription Agreement for the subscribed shares, which consideration satisfies the minimum capital requirements set forth in the Articles of Incorporation of the corporation, the officers of the corporation are hereby authorized to commence the business of the corporation;

RESOLVED, that all actions of [Organizer Name] in organizing the corporation are hereby ratified, and the corporation does hereby assume all liability of the business of [Company Name], Inc. and does hereby indemnify and agree to hold forever harmless [Organizer Name] from any and all liability resulting from the organization or operation of the business of [Company Name], Inc.

RESOLVED, that the President and the Treasurer of the corporation be hereby authorized to establish a bank account or bank accounts as a depository for the funds of the corporation with [Bank Name] or such other financial institutions as they shall deem appropriate. Said officers are authorized to execute form resolutions and a copy thereof are to be attached to these minutes.

RESOLVED, that the President and the Secretary of the corporation be hereby authorized to take all steps necessary, including, but not limited to, the appointment of statutory agents in such states upon whom all legal processes may be served;

WITNESS, the consent of the directors of the corporation, this _____ day of ^^^^,
20^^,

[Director Name], Director