

Form:**Board Resolution Amending the Articles of Incorporation****Description:**

This is a sample resolution to be adopted by the Board of Directors of a corporation, approving amendment of the Articles of Incorporation. The specific amendment language (e.g., change in the authorized number of shares, change in the corporate name) will need to be added. Note that the shareholder approval will likely also be necessary for an amendment to the Articles. If the charter document of the corporation is called the “Certificate of Incorporation”, then make appropriate changes to this document. The form can be used with the Action by Written Unanimous Consent of the Board of Directors or the form of Minutes of the Meeting of the Board of Directors.

BOARD RESOLUTION APPROVING AMENDMENT OF THE
ARTICLES OF INCORPORATION

AMENDMENT OF ARTICLES OF INCORPORATION.

WHEREAS, it is hereby deemed to be advisable and in the best interests of this corporation and its shareholders to amend and restate its Articles of Incorporation.

NOW, THEREFORE, BE IT RESOLVED, that, upon approval of the shareholders of this corporation, the Articles of Incorporation shall be amended and restated in the form attached as Exhibit A hereto.

RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized and directed to solicit the vote or consent of the shareholders, approving such amendments to the Articles of Incorporation of this corporation pursuant to applicable law.

RESOLVED, that the officers of this corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this corporation.