

**Form:** Action by Written Consent of Stockholders

**Description:** This is a template for action to be taken by written consent of the stockholders of a Delaware corporation, in lieu of action taken at a meeting. The specific resolutions authorized will need to be inserted.

ACTION BY WRITTEN CONSENT OF STOCKHOLDERS  
OF  
[NAME OF CORPORATION]

WHEREAS, pursuant to the Delaware General Corporation Law and the Bylaws of this corporation, it is deemed desirable and in the best interests of this corporation that the following actions be taken by the stockholders of this corporation pursuant to this Written Consent.

NOW, THEREFORE, BE IT RESOLVED that the undersigned stockholders of this corporation hereby consent to approve and adopt the following:

RESOLVED, that the Bylaws, which were adopted and approved by the incorporator of this corporation and attached as an Exhibit to the Action of Incorporation are hereby ratified, approved and adopted as the Bylaws of this corporation.

[Insert additional Resolutions, such as approval of stock option plan, various agreements, or any other appropriate matters]

RESOLVED FURTHER, 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 said officers shall deem necessary or advisable, to carry out the purposes 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.

This written consent shall be filed in the Minute Book of this corporation and become a part of the records of this corporation.

Date: \_\_\_\_\_

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
[Typed or Printed Name of Shareholder]

\_\_\_\_\_  
(Class of Shares)

\_\_\_\_\_  
(Number of Shares)

[Add signature lines as appropriate.]