

**Form:**

Board Resolution Approving Grant of Stock Options

**Description:**

Sample resolution to be approved by a board of directors approving the grant of designated stock options to particular individuals

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF BOARD OF DIRECTORS OF  
[\_\_\_\_\_]

WHEREAS, it is deemed desirable and in the best interests of this corporation that the following actions be taken by the Directors of this corporation pursuant to this Unanimous Written Consent:

NOW, THEREFORE, BE IT RESOLVED that, pursuant to applicable law, the undersigned, being all of the Directors of this corporation, hereby consent to, approve, and adopt the following:

GRANT OF STOCK OPTIONS.

WHEREAS, the Board of Directors of this corporation has determined that it is in this corporation's best interest to grant incentive stock options and nonqualified stock options to certain key employees, consultants, advisors and directors of this corporation under the corporation's [name of stock option plan].

RESOLVED, that the Board of Directors hereby determines that the exercise price of this corporation's Common Stock on the grant dates of each of the options set forth below shall be \$\_\_\_\_\_ per share.

RESOLVED FURTHER, that the option grants, vesting schedule, and other terms set forth in Exhibit A, are ratified and approved, and subject to such other provisions as are contained in the Plan and in the Option Agreement that shall be executed by any officer of this corporation.

OMNIBUS RESOLUTIONS.

RESOLVED FURTHER, that the officers of this corporation be, and each individually 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 Unanimous Written Consent may be executed in one or more counterparts, each of which shall be an original and all of which together shall be one and the same instrument. This Unanimous Written Consent shall be filed in the Minute Book of this corporation and become a part of the records of this corporation.

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

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Exhibit A

	Name of Optionee	Shares Subject to Option	Grant Date	Exercise Price	Vesting Schedule	ISO or NonISO
1						
2						
3						
4						
5						
6						
7						
9						
10						
11						
12						
13						
14						
15						
16						