

**Form:** Shareholder Resolution Approving Amendment of Articles of Incorporation

**Description:** A sample shareholders resolution for approval of the amendment of the Articles of Incorporation

**SHAREHOLDER RESOLUTION APPROVING AMENDMENT OF THE  
ARTICLES OF INCORPORATION**

WHEREAS, pursuant to the applicable 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 Shareholders of this corporation pursuant to this Written Consent:

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

**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 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 make any filings required by law to effect such amendment.

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. This written consent may be signed by counterpart and by fax.

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

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Number of Shares

\_\_\_\_\_  
Number of Shares

[Add signature lines as appropriate.]