

**Form:**

Shareholder Resolution Approving an Acquisition

**Description:**

A sample shareholders resolution for approving the acquisition of a business

## SHAREHOLDER RESOLUTION APPROVING AN ACQUISITION<sup>1</sup>

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:

### ACQUISITION

RESOLVED THAT, it is in the best interests of the corporation to acquire [all of the outstanding stock] [all of the assets of] \_\_\_\_\_ ABC, Inc. \_\_\_\_\_, a \_\_\_\_\_ [corporation, LLC, limited partnership] (“ABC”);

RESOLVED FURTHER THAT, the acquisition of said [stock] [assets] is intended to be for a price of approximately \$\_\_\_\_\_ payable in [cash; cash with notes; stock];

RESOLVED THAT, the officers of this corporation are, and any of them hereby is, authorized to negotiate, execute, deliver and carry out on behalf of this corporation an [Acquisition Agreement] (the “Agreement”) with [ABC] [the Shareholders of ABC], substantially in the form presented to the shareholders, but with such changes and additions as such officers may deem to be in the best interests of this corporation (such determination that a change or addition is in the best interests of this corporation to be conclusively evidenced by such officer’s execution of the Agreement).

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: \_\_\_\_\_  
\_\_\_\_\_

<sup>1</sup> Consider whether additional detail and explanation are necessary for the approval by the shareholders.

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Signature

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Printed Name

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Number of Shares

[Add signature lines as appropriate.]

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Signature

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Printed Name

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Number of Shares