

Form:

Shareholder Resolution Approving Increasing the Size of the Board

Description:

A sample shareholders resolution for approving an amendment to the corporate bylaws to increase the size of the board of directors and to elect new directors for the new seats

**SHAREHOLDER RESOLUTION APPROVING
INCREASING THE SIZE OF THE BOARD**

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:

INCREASE IN SIZE OF BOARD; APPOINTMENT OF DIRECTORS.

WHEREAS, Article __, Section __, of the Bylaws of this corporation provides that the authorized number of directors of this corporation shall not be less than _____ (__) nor more than _____ (__) and that the exact number of directors shall be _____ (__); the Bylaws further provide that the exact number of directors may be fixed within the limits specified above by a duly adopted resolution of the Board of Directors.

WHEREAS, the Board of Directors desires to increase the exact number of directors currently fixed within the limits set forth above from _____ (__) to _____ (__).

NOW, THEREFORE, BE IT RESOLVED, that the exact number of authorized directors fixed within the limits specified above be, and hereby is, increased from _____ (__) to _____ (__).

RESOLVED FURTHER, that effective as of the date hereof, the following individuals be and they hereby are, elected to fill the vacancies on the Board created as a result of the increase in the authorized number of directors approved above:

[list persons appointed to fill vacancies]

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

Printed Name

Number of Shares

Signature

Printed Name

Number of Shares

[Add signature lines as appropriate.]