

Form: Action of Incorporator

Description: The purpose of the form is to adopt the Bylaws and designate the initial director(s) of a California corporation

Number of Directors: Note the provisions of Calif. Corp. Code §212(a) as to the number of directors required: “The number or minimum number of directors shall not be less than three; provided, however, that (1) before shares are issued, the number may be one, (2) before shares are issued, the number may be two, (3) so long as the corporation has only one shareholder, the number may be one, (4) so long as the corporation has only one shareholder, the number may be two, and (5) so long as the corporation has only two shareholders, the number may be two.”

Filing of Form: The form does not need to be filed with any governmental entity. The Secretary of the corporation should keep it with the corporate records.

ACTION OF INCORPORATOR
OF
[NAME OF CORPORATION]

The undersigned, being the sole Incorporator of the above-referenced corporation, pursuant to the authority vested in the Incorporator by Section 210 of the California Corporations Code, does hereby approve and adopt the following resolutions:

ADOPTION OF BYLAWS:

RESOLVED, that the Bylaws of this corporation in the form attached hereto are adopted as the Bylaws of this corporation.

ELECTION OF DIRECTORS:

RESOLVED, the following persons are elected as the initial directors of this corporation:

[Typed or printed name of Incorporator]

DATED: _____, _____