

**ACTION BY WRITTEN CONSENT**  
**OF THE MEMBERS OF**  
**COMPANY**

In accordance with STATE CODE SECTION, the undersigned, being the Members of COMPANY, an STATE TYPE OF ENTITY (the "Company"), do hereby waive notice of the meeting of Members, and in lieu thereof do hereby approve and adopt the following resolutions by its written consent, to – wit:

RESOLVED, that the Company with consent of a majority of the Members, has authorized AGENT in his capacity as member to negotiate, execute, deliver and accept delivery of all documents necessary to conduct business on behalf of the Company.

IN WITNESS WHEREOF, the undersigned, being a majority of the Member of COMPANY have hereunto set their hand this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
*Member*

\_\_\_\_\_  
*Member*