

BOARD RESOLUTION

OF [COMPANY NAME]

Dated: [Date]

At a meeting of the Board of Directors of [Company Name], a [State] corporation (the "Company"), duly held on [Date] at [Location], upon motion duly made and seconded, the following resolutions were adopted:

WHEREAS, the Board of Directors has considered and reviewed the proposed merger (the "Merger") of the Company with [Other Company Name], pursuant to the terms and conditions set forth in the Agreement and Plan of Merger (the "Merger Agreement");

NOW, THEREFORE, BE IT RESOLVED that:

1. The Merger, pursuant to the Merger Agreement, is hereby approved in all respects.
2. The officers of the Company are authorized and directed to execute and deliver the Merger Agreement, with such changes as they deem necessary or appropriate.
3. The Board authorizes the officers to take any and all actions necessary to consummate the Merger, including filing any required documents or notifications with governmental authorities.
4. Any and all actions previously taken by the officers or directors in connection with the Merger are hereby ratified and approved.

There being no further business, the meeting was adjourned.

[Name], [Title]

[Name], [Title]