**CORPORATE MINUTES**

The undersigned, being **[**all the**]** **[**the sole**]** director(s) of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, a Washington corporation (the "Company"), pursuant to Section 23B.08.210 of the Washington Business Corporations Act (the "Act") hereby consent(s) to, and by this action approve(s) and adopt(s) the following resolutions:

**FORMATION**

**WHEREAS,** the original Articles of Incorporation of the Company were filed in the office of the Secretary of State of Washington on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_; therefore, it is

**RESOLVED,** that a certified copy of said Articles of Incorporation be inserted in the minute book of the Company; and

**RESOLVED,** that all the acts of the incorporator of the Company in forming and organizing the Company are hereby approved, ratified, and adopted as valid and binding acts of the Company.

**BYLAWS**

**RESOLVED,** that the Bylaws, consisting of fifteen (15) pages inserted in the minute book following the Articles of Incorporation, are hereby adopted as the Bylaws of the Company.

**AGENT FOR SERVICE OF PROCESS**

**RESOLVED,** that the appointment of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ as the Company’s registered agent for service of process in Washington is hereby ratified, approved and confirmed.

**FISCAL YEAR**

**RESOLVED,** that the Company’s fiscal year shall end on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ each year.

**PAYMENT OF ORGANIZATIONAL EXPENSES**

**RESOLVED,** that the officers of the Company or any of them be, and each hereby is, authorized and directed to pay the expenses of incorporation and organization of the Company.

**DIRECTORS**

**WHEREAS**, the Bylaws of the Company allow for the number of directors to be set by the Articles of Incorporation or by resolution of the board of directors; therefore, it is

RESOLVED, that the number of directors of the Company be fixed at \_\_\_\_\_\_\_\_\_\_\_\_\_ (\_\_\_\_\_\_) until such time as such number is amended by action of the Board of Directors or the shareholders of the Company.

**OFFICERS**

**RESOLVED,** that the following persons be, and they hereby are, elected, effective immediately, as officers of the Company to serve until the next annual meeting of directors and until the election and qualification of their successors:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

President

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Vice President

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Treasurer

**FORM OF STOCK CERTIFICATE**

**RESOLVED,** that the form of stock certificate attached hereto be, and the same hereby is, approved and adopted for use by the Company.

**ISSUANCE OF SHARES**

**WHEREAS,** the Company is authorized to issue up to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(\_\_\_\_\_\_\_\_\_\_) shares of Common Stock, [no] [$\_\_\_\_\_\_\_\_\_] par value, and none yet have been sold or issued;

**RESOLVED,** that the board of directors hereby determines that $\_\_\_\_\_\_\_\_\_ per share is adequate consideration to be received by the Company for its Common Stock;

**RESOLVED,** that subject to compliance with the applicable state securities laws and the Securities Act of 1933, as amended ("1933 Act"), the Company shall issue shares of its Common Stock to the persons listed below at a price of $\_\_\_\_\_\_\_\_ per share, in cash, and for the number of shares set forth opposite their name:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**RESOLVED,** that upon receipt of the stated consideration and payment in full of any amounts payable pursuant to the terms thereof, such shares shall be duly and validly issued, fully paid and nonassessable.

**RESOLVED,** that the appropriate officers of the Company are hereby authorized and directed for and on behalf of the Company (i) to take all action necessary to comply with applicable state securities laws and the 1933 Act with respect to the above offer and issuance of shares, (ii) to thereafter issue shares on behalf of the Company pursuant to the above authorization, and (iii) to take such other action as they may deem appropriate to carry out the offer and issuance of shares and the intent of these resolutions.

**BANK ACCOUNT**

**RESOLVED,** that the officers, or any of them, be, and each of them are hereby authorized to execute on behalf of the Company any and all forms of bank resolutions dealing with corporate banking matters, including the establishing and maintaining of corporate bank accounts, which in their judgment from time to time may be required for the proper fiscal management of the Company, including the designation thereon of such authorized signatures of corporate officers or other agents as may to them seem appropriate. Such officers may execute such banking resolution or resolutions as if authorized to do so by a specific resolution of the board of directors adopted on the date this resolution was adopted by the board. A copy of any such banking resolutions shall be placed in the corporate minute book.

**REGISTRATIONS AND LICENSES**

**RESOLVED,** that the officers of the Company are hereby authorized and directed to cause the Company to be registered with federal and state taxing authorities, to obtain all necessary business licenses, and otherwise take all actions that are necessary or appropriate to enable the Company to commence business.

**S CORPORATION ELECTION**

**RESOLVED,** that for the first taxable year that is hereby designated to end on December 31, \_\_\_\_\_\_, the corporation shall make an election pursuant to Section 1362 of the Internal Revenue Code of 1986, as amended, to be treated as an “S corporation.” The shareholders shall execute such consents as are required thereby and the corporation shall timely file Internal Revenue Service Form 2553 and the required consents.

**OMNIBUS**

**RESOLVED,** that any and all actions heretofore taken by the incorporator and/or officers of the Company resolutions are hereby ratified and confirmed as the acts and deeds of the Company; and

**FURTHER RESOLVED,** that the officers of the Company be, and each of them hereby is, authorized, directed and empowered to do all such other acts and things and to execute and deliver all such certificates or other documents and to take such other action as they deem necessary or desirable to carry out the purposes and intent, but within the limitations, of the above resolutions.

**DATED** this \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

**[SOLE] DIRECTOR(S):**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_