**MINUTES OF SPECIAL MEETING
OF SHAREHOLDERS**

A special meeting of the shareholders of the corporation was held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_ at \_\_\_\_:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.M., at \_\_\_\_[location of meeting]\_\_\_\_, state of \_\_\_\_\_\_\_\_\_\_\_, for the purpose(s) of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

\_\_\_\_\_\_\_\_\_\_ acted as chairperson, and \_\_\_\_\_\_\_\_\_\_\_\_ acted as secretary of the meeting.

The chairperson called the meeting to order.

The secretary announced that the meeting was called by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

The secretary announced that the meeting was held pursuant to notice, if and as required under the bylaws of this corporation, or that notice had been waived by all shareholders entitled to receive notice under the bylaws. Copies of any certificates of mailing of notice prepared by the secretary of the corporation and any written waivers signed by shareholders entitled to receive notice of this meeting were attached to these minutes by the secretary.

The secretary announced that an alphabetical list of the names and numbers of shares held by all shareholders of the corporation was available and open to inspection by any person in attendance at the meeting.

The secretary announced that there were present, in person or by proxy, representing a quorum of the shareholders, the following shareholders, proxyholders and shares:

**Name**

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

The secretary attached written proxy statements, executed by the appropriate shareholders, to these minutes for any shares listed above as held by a proxyholder.

The following persons were also present at the meeting:

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

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The secretary announced that the minutes of the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_["special shareholders," "annual," or "regular"]\_\_\_\_\_ meeting held on \_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_\_\_\_\_\_\_\_\_\_\_

had been distributed prior to were distributed at were read at the meeting. After discussion, a vote was taken and the minutes of the meeting were approved by the shares in attendance.

The following reports were presented at the meeting by the following persons:

**Name**

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

On motion duly made and carried by the affirmative vote of \_\_\_\_\_\_\_\_\_\_\_\_\_\_["a majority of" or other vote requirement]\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shareholders in attendance at the meeting, the following resolutions were adopted by shareholders entitled to vote at the meeting:

There being no further business to come before the meeting, it was adjourned on motion duly made and carried.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
Secretary