

RESOLUTION OF BOARD OF DIRECTORS

APPROVING PURCHASE

WITH CONSENT AND WAIVER

The undersigned, being all of the directors of _____, a California Corporation, acting by unanimous written approval without a meeting as provided by California Corporation Code, Section 307, approve the actions stated below:

By signing below, each director of the Board of Directors hereby waives notice of this meeting and consents to the actions taken by the Board. These resolutions shall be effective on the date that the last of all of the directors signs this Resolution, Consent and Waiver.

Whereas, it is in the best interest of the Corporation to [purchase] [sell] the assets of that business commonly known as _____, a California Corporation, located at: _____.

Resolved that the [purchase] [sale] of the business described above in accordance with terms of that certain Purchase and Sale Agreement dated _____, and Escrow Instructions, and any other documents, including loan documents, on behalf of the Corporation and to take any other actions necessary or desirable in his judgement to complete the [purchase] [sale] is hereby ratified.

Date: _____

Director _____

Date: _____

Director _____

Date: _____

Director _____