

Resolutions to Establish Committee

CONSENT IN LIEU OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
[NAME OF COMPANY]

The undersigned, being all of the members of the Board of Directors of [COMPANY], a [STATE] Corporation (the "Corporation"), by their signatures below, hereby unanimously approve and adopt the following resolutions, effective as of [DATE]:

WHEREAS, this Corporation, maintains the [PLAN NAME] (the "Plan");

WHEREAS, under Section [PLAN SECTION #] of the Plan document and Section [ADOPTION AGREEMENT SECTION #] of the adoption agreement], the [BOARD/CORPORATION] has the authority to administer the Plan; and

WHEREAS, under Section [PLAN SECTION #] of the Plan the [BOARD/CORPORATION] has the authority to delegate [FIDUCIARY/RECORDKEEPING/ADMINISTRATIVE] duties to a committee (the "Plan Committee").

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby appoints [LIST OF INDIVIDUAL MEMBERS OF THE COMMITTEE] to serve as members of the Plan Committee;

RESOLVED, FURTHER, that, the Corporation hereby adopts a Committee Charter spelling out duties and responsibilities of the Plan Committee;

RESOLVED, FURTHER, that, the Corporation hereby delegates specific [FIDUCIARY/RECORDKEEPING/ADMINISTRATIVE] duties to the Plan Committee pursuant to the Committee Charter;

RESOLVED FURTHER, that the officers of this Corporation and appointed members of the Plan Committee are hereby authorized and directed to do all acts, to execute, acknowledge, and deliver all instruments and documents, and to expend all sums necessary or appropriate to carry out the intent of the foregoing preambles and resolutions.

RESOLVED FURTHER, that this Consent may be executed in one or more counterparts, and such counterparts taken together shall constitute the original hereof, and that copies of the foregoing resolutions shall be filed with the minutes of the Corporation.

Dated: [DATE OF EXECUTION]
