

**MINUTES OF SPECIAL MEETING
OF BOARD OF DIRECTORS
OF**

The special meeting of the Board of Directors of _____
_____ (the "Corporation") was held on the date and time and at the
place set forth in the written waiver of notice signed by all of the Directors, fixing such time and
place, and prefixed to the minutes of this meeting.

There were present at the meeting _____
_____ being all the members of the Board of Directors.

The meeting was called to order by _____, the
President of the Corporation, who served as Chairperson of meeting, and
, the Secretary of the Corporation assumed the duties of Secretary of the meeting.

The Chairperson presented to the meeting a copy of a _____
, which had agreed to execute, and advised that it was appropriate to authorize the execution and
performance thereof by the Corporation. Upon motion duly made, seconded and unanimously
carried, it was

RESOLVED, that the terms, covenants and conditions of _____
between _____ and the Corporation presented to the meeting be,
and they hereby are, approved, and that a copy of said _____
be annexed to the minutes the meeting, and that the officers of the Corporation
hereby are authorized to execute and deliver said _____
in the name and on behalf of the Corporation and to take such actions as may be
necessary or advisable to perform the provisions of said _____

The Chairperson presented to the meeting a copy of a _____
_____ which had agreed to execute
and advised that it was appropriate to authorize the execution and performance thereof by the
Corporation. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the terms, covenants and conditions of _____
between _____ and the Corporation presented to the meeting be,
and they hereby are, approved, and that a copy of said _____
be annexed to the minutes the meeting, and that the officers of the Corporation hereby are
authorized to execute and deliver said _____ in the name and
on behalf of the Corporation and to take such actions as may be necessary or advisable to
perform the provisions of said _____.

There being no further business to come before the meeting, upon motion duly made,
seconded and unanimously carried, the meeting was adjourned.

Dated:

Secretary