

[INSERT NAME OF COMPANY]

**ACTION BY WRITTEN CONSENT OF THE SOLE INCORPORATOR**

[INSERT DATE]

In conformity with Section 108 of the General Corporation Law of the State of Delaware (the “DGCL”), the undersigned, being the sole incorporator (the “Incorporator”) of [INSERT NAME OF COMPANY], a Delaware corporation (the “Corporation”), hereby consents to and adopts the following resolutions and actions by written consent:

**A. Certificate of Incorporation**

WHEREAS, the Incorporator has previously executed a Certificate of Incorporation and has caused it to be delivered to the Office of the Secretary of State of the State of Delaware (the “Secretary of State”) in accordance with Section 103 of the DGCL; and

WHEREAS, the Incorporator has been informed that the Certificate of Incorporation was filed with the Secretary of State and that confirmation thereof will be issued in due course by the Secretary of State, evidencing that the corporate existence of the Corporation began on said date.

NOW, THEREFORE, BE IT

RESOLVED, that the Certificate of Incorporation be and it is hereby accepted and that the Corporation proceed to do business thereunder; and be it

FURTHER RESOLVED, that upon receipt of evidence from the Secretary of State of the filing of the Certificate of Incorporation, such evidence shall be inserted into the minute book of the Corporation.

**B. Bylaws**

RESOLVED, that the bylaws of the Corporation attached hereto as Exhibit A, a copy of which shall be filed in the minute book of the Corporation immediately following the copy of the Certificate of Incorporation, be and they hereby are adopted as the bylaws of the Corporation.

**C. Election of Initial Directors**

RESOLVED, that effective as of the date first set forth above, the following named persons be, and they hereby are, appointed as the initial directors to serve on the board of directors of the Corporation (the “Board of Directors”) to serve until the earliest of (i) the Corporation’s first annual meeting of stockholders, (ii) the due election and qualification of each such director’s successor or (iii) each such director’s death, resignation or removal:

[INSERT NAMES]

**D.     Resignation of Incorporator**

RESOLVED, that the undersigned hereby resigns as incorporator of the Corporation, as of the date hereof.

**E.     Issuance of Shares**

RESOLVED, that the Board of Directors is hereby authorized to issue the stock of the Corporation to the full amount or number of shares authorized in the Certificate of Incorporation, in such proportions as from time to time shall be determined by the Board of Directors, and to accept in full or in part payment thereof such property as the Board of Directors may determine shall be good and necessary for the business of the Corporation.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Action by Written Consent of the Sole Incorporator as of the date first set forth above.

**[INSERT NAME OF INCORPORATOR]**  
Incorporator

**EXHIBIT A**

Bylaws

[Attached]