

**WRITTEN CONSENT
OF
THE SOLE MEMBER
OF
[NAME OF LLC]
IN LIEU OF ORGANIZATIONAL MEETING**

The undersigned, being the sole member of [NAME OF LLC], a [STATE] limited liability company (the “**Company**”), acting by written consent without a meeting, do hereby consent to the adoption of the following resolutions:

RESOLVED, that all of the actions of the incorporator of the Company, taken on behalf of the Company be, and they hereby are, ratified, confirmed, approved and adopted as actions of the Company;

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to pay all charges and expenses incident to or arising out of the formation of the Company and to reimburse the persons who have made any disbursements therefor;

RESOLVED, that the following persons be, and each of them hereby is, elected to serve in the offices of the Company set opposite their respective names, each to hold such offices until his respective successor is duly elected and qualified or until his earlier resignation or removal:

[OFFICER NAME]: President

[OFFICER NAME]: Secretary

[OFFICER NAME]: Treasurer

RESOLVED, that each of the officers of the Company be, and each of them hereby is, authorized, empowered and directed to open and maintain one or more bank accounts for the Company, at such banks as each such officer may determine, and that in connection therewith each such officer may execute and deliver on behalf of the Company such forms of banking resolutions as such banks may request and each such officer may approve, which resolutions, when executed by such officer or officers and inserted in the minute book of the Company, shall be deemed to be duly adopted resolutions of the board of directors of the Company with the same full force and effect as if such resolutions had been set forth herein in their entirety;

RESOLVED, that the officers of the Company hereby are authorized to execute, deliver and file all certificates and documents and to do all other acts and things necessary or advisable, or convenient and proper, to open bank accounts on behalf of the Company in accordance with the above resolution;

RESOLVED, that the fiscal year of the Company shall end on December 31 of each year;

RESOLVED, that for the purpose of authorizing the Company to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Company to transact business, the officers of the Company hereby are authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, if applicable, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Company to transact business therein and whenever it is expedient for the Company to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process and to file such certificates, reports, revocation of appointment or surrender of authority of the Company to do business in any such state, territory, dependency or country;

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized to take all such further action, as any such officer may deem necessary, proper, convenient or desirable in order to carry out each of the foregoing resolutions and fully to effectuate the purposes and intents thereof, and that all actions taken by the officers of the Company to date, in connection with the foregoing resolutions, or otherwise, are hereby in all respects confirmed, ratified and approved; and

RESOLVED, that an executed copy of this Unanimous Written Consent shall be filed with the minutes of the proceedings of the Company.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has duly executed this
Unanimous Written Consent as of _____, 20____.

SOLE MEMBER:

.....
[MEMBER NAME]