

ACTION BY UNANIMOUS WRITTEN CONSENT
OF SHAREHOLDERS OF

IN LIEU OF MEETING

AMENDMENT OF BYLAWS

This Action by Unanimous Written Consent of Shareholders of _____ in Lieu of Meeting is adopted by the undersigned, constituting all of the shareholders of the Corporation, effective as of this ____ day of _____, 20____.

WHEREAS, the undersigned shareholders believe it to be in the best interests of the Corporation to amend the Bylaws of the Corporation to change the number of the directors of the Corporation; and

WHEREAS, the undersigned are authorized to amend the Bylaws of the Corporation pursuant to Article ____, Section ____, of the Bylaws of this Corporation.

NOW, THEREFORE, be it resolved:

1. Article ____, Section ____, of the Bylaws of this Corporation shall be and hereby are amended to reflect the new number of directors, as indicated herein.

2. The number of directors of the Corporation shall be (*check one*):

_____ (indicate set number of directors);

If the Corporation has one shareholder, then the number of directors shall be one. If the number of shareholders is two, then the minimum number of directors shall be two and will not exceed three. If there are three or more shareholders of the Corporation, then the minimum number of directors shall be three and the maximum number of directors shall not exceed five. The precise number of directors is to be fixed, within the limits specified herein, by approval of the Board or the Shareholders in the manner provided in the Bylaws.

_____ (*insert language if different than the preprinted information.*)

3. A copy of this Resolution shall be placed in the records of the Corporation, with a copy or original attached to the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, constituting all of the shareholders of the Corporation, have adopted this Action by Written Consent effective as of the date first above written.

Print Name

Print Name:

Print Name

Print Name