

MINUTES OF THE ORGANIZATIONAL MEETING OF THE SOLE DIRECTOR (the "Director") of _____ (the "Corporation") held at _____, on, 20...., at the hour of _____

1. The following Director was present: _____
2. UPON MOTION, _____ acted as Chairman of the meeting and as Secretary of the meeting.
3. The following memorandum was then read and ordered to be inserted into the minutes:

I, the sole Director of the Corporation, consent to this meeting being held at the above time and place and waive notice of this meeting and the publication of this meeting, and consent to the transaction of such business, as may have come before it, as testified by my signature below:

_____ (Signature)

4. The Secretary was instructed to obtain a minute book (the "Minute Book") and insert the Certificate of Incorporation and duplicate copy of the Articles of Incorporation in the Minute Book.
5. The Secretary of the meeting was instructed to set up the usual and necessary books of account. The Secretary was instructed to maintain and file the Minute Book of meetings of Directors and Shareholders. The Secretary of the meeting was also instructed to open a Register of Directors, a Securities Register (comprising of Shareholders Ledgers, a Transfer Register and a Register of Shareholders), a Register of Disclosures and a Register of Mortgages. Finally, the Secretary was instructed to provide the necessary regulatory notice of appointment of Directors.
6. The Chairman also presented drafts of the proposed bylaws (the "Bylaws") of the Corporation. After extensive discussion and due consideration, and upon motion duly made, seconded and carried, IT WAS RESOLVED THAT:

The Bylaws which have been attached to these minutes are made the Bylaws of the Corporation and copies of those Bylaws are directed to be inserted in the Minute Book and Record Book of the Corporation.

7. The Secretary of the meeting produced the form of share certificates to be used for each of the classes of shares of the capital of the Corporation. Upon a motion duly made, seconded and carried, IT WAS RESOLVED THAT:

The form of share certificates that are attached to these minutes and initialed by the Chairman for identification are approved and adopted as the form of share certificates of the Corporation.

8. Upon a motion duly made, seconded and carried, IT WAS RESOLVED THAT:

The Registered Agent of the Corporation will be _____, the Registered Office of the Corporation be situated at _____, and the Secretary was instructed to insert a true copy of the Notice of Registered Office in the Minute Book of the Corporation and was instructed to provide the necessary regulatory notice as to the appointment of the new Registered Agent and Registered Office location.

9. The Secretary produced a seal bearing the words _____ (the "Corporate Seal"). Upon a motion duly made, seconded and carried, IT WAS RESOLVED THAT:

The seal was approved as the Corporate Seal and an imprint of the Corporate Seal was directed to be placed on the margin of these minutes.

10. The Chairman then called to the attention of the meeting the necessity of waiving the appointment of accounting consultants and upon motion duly made, seconded and carried, IT WAS RESOLVED THAT:

The Director of the Corporation will not appoint accounting consultants for the ensuing year.

11. The Chairman then called to the attention of the meeting the necessity of selecting a banking institution for the Corporation. After extensive discussion, due consideration and upon a motion duly made, seconded and carried, IT WAS RESOLVED THAT:

The banking institution for the Corporation will be: _____

12. Upon a motion duly made, seconded and unanimously carried, IT WAS RESOLVED THAT:

The officers of the Corporation for the ensuing year or until such time as their successors are appointed will be as follows:

Title	Name
President	

- 13. The Secretary of the meeting was also instructed to receive, process and complete subscriptions for shares of the Corporation.

- 14. The Chairman advised the meeting that it was necessary to approve the issuance of shares and to set the consideration to be paid for the shares. After discussion and upon motion duly made, seconded and carried, IT WAS RESOLVED THAT:

The Director of the Corporation fix the consideration for the issuance of the following shares and that the Corporation do issue certificates for the following shares as fully paid up and non-assessable:

Shareholder Name	Certificate Number	Quantity	Share Description	Consideration Paid Per Share
			Class #1	

- 15. There being no further business to come before the meeting, the meeting then adjourned.

(Signature)