

MINUTES OF THE DIRECTOR'S MEETING

MINUTES OF A MEETING OF DIRECTORS of _____ (the "Corporation") held _____ on this ... day of, 20....

1. The following member was present, constituting the entire board:

2. The sole director of the Corporation being present, formal notice calling the meeting was dispensed with, and the meeting declared to be regularly called.

3. **UPON A MOTION DULY MADE**, seconded and unanimously carried,
_____ acted as Chairperson of the meeting and
_____ as Secretary of the meeting.

4. The following memorandum was then read and ordered to be inserted in these minutes: "I, the sole director of the Corporation consent to this meeting being held at the above time and place and do waive notice and 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)

5. Minutes of the last regular meeting were read and, upon motion duly made, seconded and carried, were adopted as read.

6. The Chairperson presented to the meeting and thereupon the following resolutions were offered, seconded and unanimously adopted.

IT WAS RESOLVED THAT:

1. The following individual is appointed and confirmed as signing officer for the Corporation for a term of one year or until replaced and is authorized to manage bank accounts that have been established for the benefit of the Corporation, sign and endorse checks, drafts, and other orders of payment for those bank accounts, and is authorized to sign bills of lading, and other documents, as needed and reasonable, for the normal conduct of the business of the Corporation:

2. The following individual is appointed and confirmed as an officer of the Corporation for a term of one year or until replaced:

Officer Name: _____ Title: _____

3. The officers and directors are authorized to enter into the following contract (the "Contract"):

_____.

Any one officer or director is authorized to execute the Contract on behalf of the Corporation.

4. The officers of the Corporation are authorized, empowered and directed to purchase the following asset for the best price obtainable and under terms and conditions that are deemed reasonable and in the best interest of the Corporation:

_____.

The officers and directors of the Corporation are authorized to take whatever action deemed necessary to ensure the reasonable and proper execution of the agreement of sale for this asset.

5. The officers of the Corporation are authorized, empowered and directed to sell the following asset for the best price obtainable and under terms and conditions that are deemed reasonable and in the best interest of the Corporation:

_____.

The officers and directors of the Corporation are authorized to take whatever action deemed necessary to ensure the reasonable and proper execution of the agreement of sale for this asset.

6. There being no further business to come before the meeting, the meeting was adjourned.

7. Dated in the State of Alabama on the day of, 20....

_____ (Signature)

Secretary Name: _____

_____ (Signature)

Director Name: _____

In witness whereof, I have duly executed this Certificate of Corporate Resolution this _____ day of _____, _____.

_____ (Signature)

Secretary Name: _____

I, _____, President of the Corporation, do hereby certify that _____ is the duly elected Secretary of the Corporation. I also certify that any signatures set out above are the correct signatures of those persons. I further certify that I have executed this resolution for the purpose stated above for and on behalf of the Corporation.

IN WITNESS WHEREOF, I have duly executed this certificate this _____ day of _____, _____.

_____ (Signature)

President Name: _____