**[NAME OF CORPORATION]**

A [California] Corporation

**SHAREHOLDERS’ WRITTEN CONSENT IN LIEU OF**

**THE INITIAL MEETING OF THE SHAREHOLDERS**

The shareholders of record of [Name of Corporation] (the “Corporation”) are:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(the “Shareholders”)

As provided in the Corporation’s Bylaws and records, the Shareholders are the only persons authorized to vote at a shareholder meeting.

By signing this consent, the Shareholders adopt the resolutions set forth in this Shareholders’ Written Consent in Lieu of the Initial Meeting of the Shareholders (the “Consent”). This action serves to approve and adopt the following resolutions as if the Shareholders had conducted an actual meeting of the Shareholders.

**WRITTEN CONSENT**

The Shareholders adopt, approve, and ratify the resolutions in this Consent instead of holding an initial meeting of the Shareholders. The Secretary of the Corporation shall cause this Consent to be filed in the Corporation’s minute book.

**ELECTION OF DIRECTORS**

The Shareholders elect \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ to the Corporation’s Board of Directors (the “Board”). The Directors shall serve on the Board for a term of one year, or until a successor is duly elected and qualified.

This Consent is authorized by the Corporation’s Bylaws, as well as by California Corporations Code §603 NRS 78.315. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, the Secretary of the Corporation, shall cause this Consent to be filed in the minute book with the other minutes, consents, and similar corporate records relating to the proceedings of the Shareholders of the Corporation.

Date:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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[Shareholder #1], Shareholder

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[Shareholder #2], Shareholder

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[Shareholder #3], Shareholder