**NAME OF CORPORATION**

A California Corporation

**DIRECTORS’ WRITTEN CONSENT IN LIEU OF**

**THE ORGANIZATIONAL MEETING**

**OF THE BOARD OF DIRECTORS**

The Shareholders of [Name of Corporation] (the “Corporation”) elected the following individuals to serve on the Corporation’s Board of Directors (the “Board”):

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

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

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

(individually, a “Director,” or collectively, the “Directors”).

By signing this Consent below, the above-referenced individuals each agree to serve on the Board as Directors until the next Board election.

As provided in the Corporation’s Bylaws and records, the Directors are the only members of the Corporation’s Board of Directors (the “Board”). Consequently, the Directors are also the only persons authorized to vote at a Board meeting.

By signing this consent, the Directors adopt the resolutions set forth in this Consent. This action serves to approve and adopt the following resolutions as if the Directors had conducted a duly noticed Board meeting.

**RATIFICATION OF ORGANIZER’S ACTIONS & ACCEPTANCE OF RESIGNATION**

The Board adopts, approves, and ratifies the actions taken by the Corporation’s Organizer and accepts the Organizer’s resignation, as set forth in the Minutes of the Organizer.

**ELECTION OF OFFICERS**

The Board hereby elects the following individual(s) to serve as officer(s) of the Corporation (the “Officer(s)”) at the Board’s sole pleasure and discretion:

|  |  |
| --- | --- |
| **President/CEO**. . . . . . . . . . | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| **Treasurer/CFO**. . . . . . . . . . | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| **Secretary**. . . . . . . . . . . . . . . | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

**STATUTORY AGENT**

The Board appoints the Corporation’s corporate law firm, Kushner Carlson, PC, which is located at 85 Enterprise, Suite 310, Aliso Viejo, CA 92656, as the Corporation’s statutory agent, including for purposes of service of process. This agent will serve until it resigns or the Board appoints a replacement pursuant to applicable law.

**ADDRESS – PRINCIPAL OFFICE**

This Corporation’s principal office remains located at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. At its sole discretion, the Board reserves the right to change its principal office by resolution or action.

**GOVERNMENTAL FILINGS**

The appropriate Officer(s) are/is directed to timely complete, sign, and file all required forms, applications, tax returns, and statements (including the Statement of Information required to be filed under the California Corporations Code and the applicable list of officers required to be filed pursuant to Nevada law), as determined periodically by the Board.

**BANK**

Until further Board action, the Officer(s) are/is authorized to change the Corporation’s banking arrangements in the Board’s sole discretion if the Board decides that it is in the Corporation’s best interest to do so. This authority includes modifying, expanding, or terminating any current banking relationships, creating new relationships, and later modifying, expanding, or terminating those relationships, without any further Board action. The President’s signature alone shall be sufficient to bind the Corporation with respect to any such action.

**RATIFICATION OF ACTIVITIES**

The Board ratifies all actions taken by the Corporation’s Directors and Officer(s) that were taken within the course and scope of the Officer’s/Officers’ duties and authority since the last annual Directors’ Written Consent in Lieu of Annual Board Meeting, and since the last Board meeting of any kind.

**OVERRIDING AUTHORIZATION**

The Officer(s) are/is authorized and directed to perform all actions the Officer(s), under the guidance of the Board, consider(s) necessary or advisable to achieve the purpose and intent of the above resolutions, including signing and delivering documents, instruments, and certificates to implement these resolutions.

Any actions taken by the Directors and Officer(s) of the Corporation, at any time governed by this authorization, are hereby ratified, sanctioned, and approved as the Corporation’s authorized actions and deeds.

**DIRECTOR’S DIRECTORS’ / OFFICERS’ ACCEPTANCE**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ accept(s) his/her/their election to the Board, as well as his/her/their position(s) as \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of the Corporation, and he/she/they each agree(s) agree to fulfill his/her/their duties to the best of his/her/their ability(ies).

November 17, 2022

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

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

Director, President, and Treasurer

November 17, 2022

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

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

Secretary

This Consent is authorized by the Corporation’s Bylaws and by California Corporations Code §307 NRS 78.315. The Officers 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 Corporation’s Board.

November 17, 2022

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

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

Secretary