

CONSENT TO ACTION BY MEMBERS [MANAGERS] WITHOUT A MEETING

By signing this document, the undersigned, who are all of the members [managers] _____ of _____, a[n] _____ limited liability company (the "Company"), consent to the taking of the following actions without a meeting of members [managers] in accordance with the terms of the Operating Agreement of the Company:

RESOLVED, that _____ is elected to serve as a manager of the Company for a term beginning on the date of this consent to action and ending at the next meeting of members of the Company called for the purpose of electing managers, or the manager's death, resignation, or removal, if earlier.

RESOLVED, that the Plan of Merger attached to this consent to action as Exhibit A is approved by the members of the Company, and the managers of the Company are authorized and directed to do all things necessary to complete the closing of the merger provided for in the Plan of Merger.

The actions taken will be effective when this Consent to Action has been signed by all members [managers] of the Company.

Date: _____

Date: _____

Date: _____