

**ACTION BY WRITTEN CONSENT OF  
MEMBERS OF**

\_\_\_\_\_

**OPERATING AGREEMENT**

**RESOLVED:** That the Operating Agreement of \_\_\_\_\_ (“Company”) is approved.

**MANAGERS**

**RESOLVED:** That the following persons are elected as Managers of the Company to the offices set forth opposite their respective names, to serve until their successors are duly elected and qualified:

Manager \_\_\_\_\_  
Manager \_\_\_\_\_

**RESOLVED FURTHER:** That the Managers are authorized to sign and deliver any agreement in the name of the Company and to otherwise obligate the Company in any respect relating to matters of the business of the Company.

**MEMBERSHIP INTERESTS**

**RESOLVED:** That the Managers are authorized to sell and issue to the following individuals the number of Membership Interests set forth opposite such individual's name at the price of \_\_\_\_\_ per Membership Interest payable as set forth below by the purchaser to the Company:

<u>Name</u>	<u>Price</u>	<u>Membership/Percentage Interests</u>
_____		
_____		

**RESOLVED FURTHER:** That upon receipt of consideration and the execution of membership interest purchase agreements, the Managers are authorized and directed to issue unit certificates representing such units.

**RESOLVED FURTHER:** That the Managers are hereby authorized to take all actions deemed advisable to effect the intent of these resolutions.

**BANK ACCOUNTS**

**RESOLVED:** That the Manager of the Company is authorized: (a) to designate one or more banks or similar financial institutions as depositories of the funds of Company; (b) to open, maintain and close general and special accounts with any such depositories; (c) to cause to be deposited, from time to time in such accounts with any such depository, such funds of Company as such officer deems necessary or advisable, and to designate or change the designation of the officer or Managers or agent of Company authorized to make such deposits and to endorse checks, drafts, and other instruments for deposit; (d) to designate, change or revoke the designation, from time to time, of the officer or Managers or agent or agents of Company authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of Company against any funds deposited in any of such accounts; (e) to authorize the use of facsimile signatures; and (f) to make such general and special rules and regulations with respect to such accounts as he may deem necessary and advisable and to complete, execute, and certify any customary printed blank signature card forms in order to exercise conveniently the authority granted by this resolution and any resolutions printed on such cards are deemed adopted as a part of this resolution.

**RESOLVED FURTHER:** That all form resolutions required by any such depository are hereby adopted in such form utilized by such depository, and that the Secretary is each hereby authorized to certify such resolutions as having been adopted by the board of directors of this corporation.

**RESOLVED FURTHER:** That any such depository to which a certified copy of these resolutions has been delivered by the Secretary or Assistant Secretary of Company is hereby authorized and entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions adopted by the board of directors of this corporation.

**TAX MATTERS**

**RESOLVED:** That the accounting year of Company shall end on December 31 of each year.

**RESOLVED FURTHER:** That the Managers are directed to apply to the IRS District Director for an employer's identification number on Form SS-4.

**RESOLVED FURTHER:** That the President and Manager of Company is hereby authorized and directed to consult with the bookkeeper, auditors and attorneys of Company in order to be fully informed as to, and to collect and pay promptly when due, all withholding taxes which this corporation may now be (or hereafter become) liable for.

There being no further business, the meeting was adjourned.

By:

\_\_\_\_\_, Member

By:

\_\_\_\_\_, Member