

**MINUTES OF THE SPECIAL MEETING OF DIRECTORS**

All of the directors of \_\_\_\_\_  
having consented to the time and place of the special meeting of the directors, the meeting was  
held on \_\_\_\_\_, \_\_\_\_\_  
at \_\_\_\_\_

ITEM I

The first item of business that was taken up was the waiver of notice. The waiver, having been signed by all of the directors, was read aloud by the chairman and was ordered to be made a part of the minutes.

ITEM II

The Chairman stated that the purpose of the meeting was that the shareholders have executed written consents to treat the corporation as a small business corporation. Upon motion, seconded, and carried it was **RESOLVED** that the President of the corporation is authorized to execute such documents as is necessary to qualify the corporation as a small business corporation under Sub Chapter S of the Internal Revenue Code Section 1372.

No further business having come to the meeting, the Chairman called for adjournment, seconded and carried.

DATED:

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Secretary