

**WAIVER OF NOTICE OF SPECIAL MEETING
OF BOARD OF DIRECTORS**

We, the undersigned, being all of the Directors of _____
_____ (the "Corporation"), hereby agree and consent that the special meeting
of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder,
and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such
meeting or at any adjournment or adjournments thereof, the Directors present may deem as advisable thereat.
Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and
legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting:

Date of Meeting:

Time of Meeting:

Dated:

Director

Director