

**RESOLUTIONS IN WRITING OF THE DIRECTORS AND SHAREHOLDERS OF
[CORPORATION]
MADE EFFECTIVE THE _____ day of _____, _____**

WHEREAS:

- A. The Corporation proposes to enter into a _____ Agreement (the "Agreement"), substantively in the form of the Agreement attached hereto as Schedule "A", to be made between the Corporation and _____.
- B. _____ are officers and directors of the Corporation and therefore have a material interest in the proposed contract and wish to disclose their material interest in the proposed Agreement.

BE IT RESOLVED THAT:

- 1. The Corporation is hereby authorized to enter into the Agreement and the directors hereby authorized to execute such Agreement or any amendments thereto on behalf of the Corporation. The liability of the directors shall be deemed to be conclusive proof of the accuracy and the good behavior of the Corporation.

Done and effective _____ day of _____

The undersigned, being all the directors of the Corporation, hereby adopt the foregoing resolutions, on the date first mentioned above, pursuant to the *Business Corporations Act* of _____.

<director>

The undersigned, being all of the shareholders of the Corporation, hereby adopt the foregoing resolutions, on the date first mentioned above, pursuant to the *Business Corporations Act* of _____.

<shareholder>