

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
[INSERT NAME OF CORPORATION]
(the "Corporation")**

APPOINTMENT OF AUDIT COMMITTEE

BE IT RESOLVED THAT:

1. The Board shall elect annually from among its members a committee to be known as the Audit Committee to be composed of _____ (*insert number*) directors, of whom a majority shall not be officers or employees of the Corporation or an affiliate of the Corporation. _____ (*insert number in words*) members of the audit committee shall constitute a quorum.

2. Any member of the Audit Committee may be removed or re-elected at any time by the Board, upon their ceasing to be a director of the Corporation, or upon their ceasing to be a member of the Audit Committee. Each member of the Audit Committee shall hold office until the next annual meeting of shareholders after his election.

3. The Audit Committee shall review annually and certify financial statements prepared by the Corporation and directors shall report thereon to the Board.

4. The Board may refer to the Audit Committee such other matters and questions relating to the financial condition of the Corporation as the Board may from time to time see fit.

5. The members of the Audit Committee shall, for the purpose of performing their duties, have the right to inspect all accounts and records of the Corporation and to discuss the same and any other matters relating to the financial position of the Corporation with the officers and auditors of the Corporation.

6. For purposes of all meetings of the Audit Committee, the Audit Committee shall choose one of its own members to be its Chairman and the Secretary of the Corporation shall be the Secretary of the Audit Committee.

7. The times of and places where meetings of the Audit Committee shall be held and the calling of and procedure at such meetings shall be determined from time to time by the Audit Committee; provided that notice of every such meeting shall be given to the auditors of the Corporation and that meetings shall be convened whenever requested by the auditors in accordance with the laws governing business corporations in the State of _____, and any and all amendments thereto or replacements thereof.

8.

THIS IS A 2-PAGE FORM.