

**RESOLUTIONS OF THE DIRECTORS OF
«CORPORATION»
(the "Corporation")**

LIABILITY INSURANCE

WHEREAS the Directors have disclosed their interests in the proposed purchase by the Corporation of directors' and officers' liability insurance;

BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to purchase directors and officers' liability insurance.
2. The President of the Corporation be and is he authorized for and on behalf of the Corporation to do all such acts and make all such arrangements on behalf of the Corporation in connection with such liability insurance, including all agreements and documents, under imprint of the corporate seal of the Corporation, if such seal is available, to give effect to these resolutions, and the approval of the Directors of the Corporation of the foregoing resolutions shall be conclusively evidenced by the execution of the President of such agreements and documents.

DATE of _____ this _____ day of _____, _____.

The undersigned, being all of the directors of the Corporation, hereby adopt the foregoing resolutions pursuant to the provisions of the Business Corporations Act (_____).

Signature of Director

Signature of Director

Signature of Director

Signature of Director