

MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF

Pursuant to _____, dated _____, a meeting of the Board of Directors of _____ was held at _____, _____ on _____ at _____.

A quorum of directors attended, as shown by the attached roster. Proxies (if any) were examined and admitted as shown by the attached roster.

The meeting was called to order by the meeting's chairman, _____. At that time the chairman reminded the meeting that a committee of disinterested directors had been appointed to report to the corporation on a proposed transaction with _____, and that the same presented a potential conflict of interest. The Committee reported that it has investigated the transaction fully and that the same was fair and appropriate for the corporation.

The following motion was made by _____ and seconded by _____:

RESOLVED, that the corporation ratify and accept the report of the disinterested directors and enter into the transaction.

After discussion, a vote was taken, and the motion was _____.

There being no further business to come before the meeting, the same was adjourned.

Dated: _____

Secretary

Attest: President