



### Resolution to Acquire Shares of Stock

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation to acquire certain shares of the common stock of \_\_\_\_\_, be it:

RESOLVED, that the Corporation acquire \_\_\_\_\_,  
( \_\_\_\_\_ ), shares of the common stock of \_\_\_\_\_,  
said shares representing \_\_\_\_\_%  
( \_\_\_\_\_ percent) of all shares, in all classes, outstanding, all for the aggregate purchase price of \_\_\_\_\_,  
( \_\_\_\_\_ ) per share, all as more particularly set forth in a stock purchase agreement as annexed hereto, and, be it:

RESOLVED FURTHER, that the President and/or Treasurer of the Corporation undertake all actions necessary to carry out said resolution.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of \_\_\_\_\_, a corporation duly formed pursuant to the laws of the state of \_\_\_\_\_ and that the foregoing is a true record of a resolution duly adopted at a meeting of the \_\_\_\_\_ and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on \_\_\_\_\_, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this \_\_\_\_\_,  
\_\_\_\_\_ of \_\_\_\_\_.

\_\_\_\_\_

Secretary