**[COMPANY NAME]**

**ACTION OF INCORPORATOR**

**[Date]**

Pursuant to Section 108 of the Delaware General Corporation Law, the undersigned sole incorporator of [Company Name], a Delaware corporation (the “**Company**”), takes the following actions and resolves as follows:

Adoption of Bylaws

**RESOLVED:** The bylaws attached as **Exhibit A** are adopted as the bylaws of the Company.

**RESOLVED:** The Secretary or Assistant Secretary of the Company is authorized and directed to execute a certificate of adoption of the bylaws and to insert such certificate and the bylaws into the minute book of the Company.

Board of Directors

**RESOLVED:** The initial board of directors of the Company shall consist of [number] member[s].

**RESOLVED:** The following individuals are elected as directors of the Company, to serve until their respective successors are duly elected and qualified:

|  |
| --- |
| * [Name of Director] |
| * [Name of Director] |

This Action of Incorporator shall be filed in the minute book of the Company and is effective as of the date first written above (or, if later, such time as is immediately following the effectiveness of the original certificate of incorporation of the Company filed with the Secretary of State of the State of Delaware).

**INCORPORATOR:**

[Incorporator Name], Incorporator

**EXHIBIT A**

**BYLAWS**