[COMPANY NAME]

Action by Unanimous Written Consent

OF THE BOARD OF DIRECTORS

Pursuant to Section 141(f) of the Delaware General Corporation Law and the bylaws of [Company Name], a Delaware corporation (the “**Company**”), the undersigned, constituting all of the sitting members of the board of directors of the Company (the “**Board**”) sufficient to constitute a quorum of the total authorized directorships on the Board, hereby adopt the following resolutions:

Adoption of [Year of Adoption] Equity Incentive Plan and Agreements

**RESOLVED:** The [Year of Adoption] Equity Incentive Plan (the “**Plan**”) in substantially the form attached hereto as Exhibit B is adopted and approved.

**RESOLVED:** [Number] shares of common stock are reserved for issuance under the Plan, subject to adjustment as provided in the Plan.

**RESOLVED:** The forms of stock option agreement and restricted stock purchase agreements for use under the Plan, in substantially the forms attached hereto as Exhibit C, with any such changes thereto as the officers, in consultation with legal counsel, may deem to be necessary or advisable, are adopted and approved.

**RESOLVED:** The officers, in consultation with legal counsel, and their designees or agents, are authorized and directed to solicit the consent of the stockholders to the adoption of the Plan within 12 months of the date hereof, and to execute, verify and file all documents, and to take whatever actions that are necessary or advisable, to comply with all applicable state and federal securities laws.

Omnibus Resolutions

**RESOLVED:** The officers of the Company are hereby authorized to take any and all such further action (including, without limitation, soliciting appropriate consents or waivers from stockholders), to execute, deliver and file any and all such further agreements, instruments, documents, certificates and communications and to pay such expenses, in the name and on behalf of the Company or such officer, as any such officer may deem necessary or advisable and may approve to effectuate the purposes and intent of the resolutions hereby adopted, the taking of such actions, the execution, delivery and filing of such agreements, instruments, documents, certificates or communications and the payment of such expenses by any such officer to be conclusive evidence of such officer’s authorization hereunder and the approval thereof.

**RESOLVED:** Any and all actions taken by the directors or officers of the Company to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, adopted, ratified and confirmed.

*[Signature Page Follows]*

This action by unanimous written consent shall be effective on the date the Company receives the unanimous written consent of the Company’s directors. This action by unanimous written consent may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by unanimous written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used. This action by unanimous written consent shall be filed with the minutes of the proceedings of the board of directors of the Company.

 Date:

[Director Name]

 Date:

[Director Name]

**EXHIBIT A**

[year of adoption] equity incentive plan

**EXHIBIT B**

forms of agreementS under the plan