

Resolution of Board of Directors of

Authorizing Employee Stock Option Plan

A meeting of the board of directors of this corporation was duly called and held on _____, 20____, at _____ o'clock ____ . m., at the offices of the corporation located at _____.

A quorum of the board of directors was present and at the meeting it was decided, by majority vote, that it is advisable, for the benefit of the corporation, to provide an employee stock option plan for employees of the corporation.

Therefore, it is
RESOLVED, that the corporation shall adopt and approve the Employee Stock Option Plan dated _____, 20____, a copy of which is attached to this resolution and is made a part of the permanent records of this corporation. The officers of this corporation are hereby authorized to perform all necessary acts to carry out such resolution.

The undersigned, _____, certifies that he or she is the duly elected secretary of this corporation and that the above is a true and correct copy of the resolution that was duly adopted at a meeting of the board of directors that was held in accordance with state law and the bylaws of the corporation on _____, 20____. I further certify that such resolution is now in full force and effect.

Dated: _____, 20____

Corporate Seal

Signature of Secretary of Corporation

Printed Name of Secretary of Corporation