

**WRITTEN CONSENT OF THE
BOARD OF DIRECTORS
OF
[COMPANY]**

Effective as of [Date], 202_

The undersigned, being all of the members of the Board of Directors (the “Board”) of [Company], a Delaware corporation (the “Corporation”), hereby, pursuant to the provisions of Section 141(f) of the Delaware General Corporation Law, consent to and approve the following resolutions and each and every action effected thereby:

1. Bylaws Amendment.

WHEREAS, it is proposed that the Corporation amend Article [Number] of the Bylaws of the Corporation to change certain of the offices of the Corporation such that the Bylaws of the Corporation will be in the form attached hereto as Exhibit A (the “Amended and Restated Bylaws”); and

WHEREAS, the Board deems it to be advisable and in the best interests of the Corporation and its stockholder to approve and adopt the Amended and Restated Bylaws.

RESOLVED, that the Amended and Restated Bylaws be, and hereby are, approved, authorized and adopted as the Bylaws of the Corporation in all respects.

2. Establishment of Offices and Election of Officers.

RESOLVED, that the officers of the Corporation shall consist of a Chief Executive Officer, a President and Chief Financial Officer and a Tax Director and Secretary, each with such authority and responsibilities as are customarily associated with such positions and such other authority and responsibilities, and subject to such limitations, as shall be determined by the Board from time to time; and