

**CONSENT OF THE MANAGER**

**OF**

**[COMPANY]**

**A Nevada Limited Liability Company**

The undersigned, in his capacity as the Manager of [Company], a Nevada limited liability company (the “Company”), does hereby consent to the adoption of, and does hereby adopt, effective as of [Date], the following preambles and resolutions:

**Approval of Membership Interest Transfer and Admission of New Member**

**WHEREAS**, [Individual 1] is a Member of the Company and desires to assign a portion of his Membership Interests in the Company constituting [Number]% of the outstanding Membership Interests (the “Proposed Transfer”) to [Individual 2] (the “New Member”) pursuant to an Assignment and Assumption Agreement the form of which has been presented to and reviewed by the Manager (the “Assignment”);

**WHEREAS**, the New Member desires to be admitted as a Member of the Company and execute a signature page to the Operating Agreement of the Company in the form of **Exhibit B** thereto (together with the Assignment, the “Transfer Documents”);

**WHEREAS**, the Company has certain rights under its Operating Agreement in connection the Proposed Transfer, including a right of first refusal set forth in **Section [Section No.]** of its Operating Agreement (the “ROFR”); and

**WHEREAS**, the Manager believes it is in the best interests of the Company and its Members to consent to the Proposed Transfer, waive the ROFR and execute the Transfer Documents.

**NOW, THEREFORE, BE IT RESOLVED**, that the form, terms and provisions of the Transfer Documents be, and the same hereby are, authorized, approved, adopted, ratified and confirmed, subject to such changes, amendments or modifications as may be deemed by the Manager as necessary or desirable; that the Manager be, and he hereby is, authorized and directed, for and on behalf of the Company, to execute and deliver the Transfer Documents, together with such changes, modifications and amendments thereto as the Manager may deem necessary or desirable and approve (his execution thereof being deemed conclusive evidence of such necessity or desirability and approval); and that the Manager be, and he hereby is, authorized on behalf of the Company to cause the Company to consummate the transactions contemplated by the Transaction Documents and perform all of its obligations under the Transaction Documents as executed and delivered;