[COMPANY NAME]

**(a Delaware Corporation)**

Meeting of the Board of Directors

**[REGISTERED ADDRESS]**

**[DATE]**

Pursuant to notice duly given to all directors of [COMPANY NAME], a Delaware corporation (the “**Company**”), a meeting of the Company’s Board of Directors (the “**Board**”) was held at the above date and place at 10:00 am. The following directors were present in person and constituted a quorum: [NAMES OF DIRECTORS]. [NAME OF SECRETARY] kept the minutes of the meeting.

**Adoption of Option Stock Plan**

It was discussed whether the Stock Option Plan was necessary to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentive to Employees and Consultants, and to promote the success of the Company’s business. After a general discussion, upon motion duly made and seconded, it was unanimously:

**RESOLVED:** That the Stock Option Plan (the “**Plan**”), in substantially the form attached hereto as Exhibit A, is hereby approved and adopted, and [NUMBER] shares of the Company’s Common Stock are reserved for issuance pursuant to the Plan.

**RESOLVED FURTHER:** That the Plan shall continue for 10 years from the effective date of these resolutions unless terminated earlier pursuant to its terms.

**RESOLVED FURTHER:** That the form of the stock option agreement attached hereto as Exhibit B is hereby approved for purposes of documenting awards granted under the Plan, with such modifications or amendments to each form, or any individual agreement, as may be approved by the officers of the Company, or any of them individually, provided that any such changes do not individually, or in the aggregate, have a material financial, legal, tax or accounting impact on the Company or any of its affiliates.

**RESOLVED FURTHER:** That the officers of the Company, in consultation with legal counsel, are authorized and directed to take any and all additional actions and file any other documents necessary to carry out the intent and purposes of the foregoing resolutions, including seeking stockholderapproval of the Plan and qualifying or exempting the issuance of securities under the Plan from the registration requirements of the Rule 144 by the Securities Exchange Commission under the Securities Act.

**Omnibus Resolution**

Upon motion duly made and seconded it was unanimously:

**RESOLVED:** That each of the officers of the Company is authorized and empowered to take such other actions and sign such other documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions.

**Adjournment**

There being no further business, the meeting was adjourned.

[SECRETARY NAME], Secretary of the Meeting

EXHIBIT A

Stock OPTION Plan

EXHIBIT B

FORM OF STOCK OPTION AGREEMEnt