[COMPANY NAME]

ACTION BY WRITTEN CONSENT

OF THE STOCKHOLDERS

Pursuant to Section 228 of the Delaware General Corporation Law and the Bylaws of [COMPANY NAME], a Delaware corporation (the “**Company**”), the undersigned stockholders of the Company hereby take the following actions and adopt the following resolution by written consent. This written consent will be filed in the minute book of the Company:

1. **Adoption of Employee Stock Option Plan**

**RESOLVED:** That the Company [YEAR OF ADOPTION] Stock Option Plan, in substantially the form attached hereto as Exhibit A,is hereby adopted and approved, and [NUMBER] shares of the Company’s Common Stock are hereby reserved for issuance thereunder.

*[Signature Page Follows]*

This Action by Written Consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

Dated: [DATE]

|  |  |
| --- | --- |
| **Stockholder Name** | **Signature** |
| [NAME] |  |
| [NAME] |  |
| [NAME] |  |

EXHIBIT A

[COMPANY NAME]

[YEAR OF ADOPTION] STOCK OPTION PLAN