**MEMORANDUM OF ACTION BY UNANIMOUS CONSENT OF THE [SOLE] DIRECTOR[S] OF XXXXX, INC.**

I/We, the undersigned, being [sole] director(s) of XXXXX, Inc.,hereby consent in writing, without a meeting, pursuant to the authority of Sections 8.45 of the Illinois Business Corporations Act, the following:

1. Bylaws

The bylaws, in words and figures as inserted in the corporate book are adopted as the bylaws of the Corporation.

1. Election of Officers

The following persons are elected to the offices to serve the term provided in the bylaws.

 President XXXXXXX

 Secretary XXXXXXX

 Treasurer XXXXXXX

1. The Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

1. Certificates

The certificates to represent shares of the Corporation shall be in the form of the specimen certificate inserted in the corporate book immediately following the end of this memorandum attached as **Exhibit A**.

1. Payment of Expenses

The reasonable charges and expenses or organizing this corporation shall be paid by the officers out of the consideration received for its shares (or otherwise), as provided in Section 6.45 of the Illinois Business Corporation Act of 1983.

1. Banking

The officers of this corporation shall designate a depositary in which the funds of this corporation maybe designated for the credit of this company by any officer of the company. One signature shall be required to sign all checks and money orders from the corporation’s account. XXXX is authorized to sign checks withdrawing funds from said account and that said bank be and hereby is authorized and directed to honor, pay, and charge to the account of the Corporation all checks and orders fro the payment of money so drawn when so signed, without inquiry as to the circumstances of their issue or the disposition of their proceeds, whether such checks be payable to the order of or endorsed by an officer or person signing them or whether they are deposited to the individual credit of any officer or person signing them. The officers of the Corporation are authorized to certify to said bank a copy of these resolutions and the names and signatures of the Corporations’ officers authorized to sign checks as provided in these resolutions, and said bank is authorized to rely on upon such certificate until formally advised of any changes.

1. Section 1244 Stock

In order to attract investment in the Corporation and to enable the shareholders of the Corporation to treat the loss on the sale or exchange of their shares as an “ordinary loss” on their personal income tax returns, the Corporation shall be organized and managed so that it is a “small business corporation” and so that the shares issued by the Corporation are “Section 1244 stock,” as such terms are used within the meaning of Section 1244 of the Internal Revenue Code of the United States.

All of the shares of the Corporation presently authorized shall be issued so that such shares are “Section 1244 stock” within the meaning of Section 1244 of the Internal Revenue Code of the United States, and shall be issued by the Corporation for money or property (other than stock or securities) as a contribution to capital, for no more than a total of $1,000,000.

The proper officers of the Corporation are directed to maintain such account records as are necessary so that any shareholder that experiences a loss of the transfer of shares of the Corporation may determine whether they qualify for “ordinary loss” deduction treatment on their personal income tax returns.

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XXXXXX

Director

Effective: XXXX, 20XX