

[COMPANY NAME]

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

In accordance with Sections 108(c) and 141(f) of the Delaware General Corporation Law and the Bylaws of [Company name], a Delaware corporation (the “**Company**”), the undersigned, constituting all of the members of the Company’s Board of Directors (the “**Board**”), hereby adopt the following resolutions effective as of the last date of execution set forth below:

1. AUTHORIZATION OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

WHEREAS, the Board deems it advisable, and in the best interests of the Company, to amend and restate the Certificate of Incorporation of the Company in its entirety in connection with a Series AA Preferred Stock financing.

NOW, THEREFORE, BE IT RESOLVED: That the Company amend and restate its Certificate of Incorporation to (i) increase the authorized number of shares of Common Stock from [] shares to [] shares, (ii) create a new class of stock, designated Preferred Stock, consisting of [] shares, all of which are designated Series AA Preferred Stock, (iii) establish the rights, preferences, privileges and restrictions of the Common Stock and the Series AA Preferred Stock and (iv) make certain other changes.

RESOLVED FURTHER: That the Company’s Amended and Restated Certificate of Incorporation, in substantially the form provided to the Board (the “**Restated Certificate**”), is hereby approved, adopted and confirmed.

RESOLVED FURTHER: That the proper officers of the Company are, and each hereby is, authorized and directed (i) to seek stockholder approval of the Restated Certificate, and once the requisite stockholder approval has been obtained, (ii) to execute, verify and file with the Delaware Secretary of State such Restated Certificate.

RESOLVED FURTHER: That the proper officers of the Company are, and each hereby is, authorized and empowered to take such other actions and sign such other documents as may be necessary or advisable to carry out the purposes of the foregoing resolutions.

2. AUTHORIZATION OF SALE AND ISSUANCE OF SERIES AA PREFERRED STOCK

WHEREAS, the Board deems it advisable, and in the best interests of the Company, to enter into a Series AA Preferred Stock Purchase Agreement, in substantially the form provided to the Board (the “**Purchase Agreement**”).

NOW, THEREFORE, BE IT RESOLVED: That the Company enter into the Purchase Agreement with the investors set forth on the Schedule of Investors attached as Exhibit A to the Purchase Agreement (the “**Schedule of Investors**”) pursuant to which the Company will sell and issue up to [] shares of Series AA Preferred Stock (the “**Series AA Shares**”).

RESOLVED FURTHER: That the form, terms and provisions of the Purchase Agreement are hereby approved, adopted and confirmed.

RESOLVED FURTHER: That the Series AA Shares are hereby set aside and reserved for issuance pursuant to the Purchase Agreement, and the issuance of the Series AA Shares to the investors set forth on the Schedule of Investors for the consideration set forth on the Schedule of Investors is hereby approved.

RESOLVED FURTHER: That the Series AA Shares shall be validly issued, fully paid and nonassessable when issued in accordance with the terms of the Purchase Agreement.

RESOLVED FURTHER: That [] shares of the Company’s Common Stock (and any additional shares of capital stock as may be necessary to issue pursuant to the terms of the Series AA Preferred) are hereby set aside and reserved for issuance upon conversion of the Series AA Shares, and the issuance of such shares of Common Stock (and any additional shares of capital stock as may be necessary to issue pursuant to the terms of the Series AA Preferred) upon conversion of the Series AA Shares is hereby approved.

RESOLVED FURTHER: That the shares of Common Stock (and any additional shares of capital stock as may be necessary to issue pursuant to the terms of the Series AA Preferred) issuable upon conversion of the Series AA Shares shall be validly issued, fully paid and nonassessable when issued in accordance with the terms of the Restated Certificate.

RESOLVED FURTHER: That the officers of the Company are authorized and directed to execute and deliver all documents and take whatever actions are deemed necessary or advisable to comply with all applicable state and federal securities laws.

RESOLVED FURTHER: That the appropriate officers of the Company be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Company, to execute and deliver, to the appropriate parties, the Purchase Agreement, substantially in the form submitted to and reviewed by the Company’s Board, with such changes therein or additions thereto as the officer executing the same shall approve with the advice of legal counsel, the execution and delivery of such agreement by such officer to be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

3. AUTHORIZATION OF INVESTORS' RIGHTS AGREEMENT

WHEREAS, the Board deems it advisable, and in the best interests of the Company, to enter into an Investors' Rights Agreement, in substantially the form provided to the Board (the "**Investors' Rights Agreement**"), in connection with the sale and issuance of the Series AA Shares.

NOW, THEREFORE, BE IT RESOLVED: That the Company enter into the Investors' Rights Agreement, a copy of which has been delivered to each director with this consent.

RESOLVED FURTHER: That the form, terms and provisions of the Investors' Rights Agreement are hereby approved, adopted and confirmed.

RESOLVED FURTHER: That the appropriate officers of the Company be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Company, to execute and deliver, to the appropriate parties, the Investors' Rights Agreement, substantially in the form submitted to and reviewed by the Board, with such changes therein or additions thereto as the officer executing the same shall approve with the advice of legal counsel, the execution and delivery of such agreements by such officer to be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

4. OMNIBUS RESOLUTIONS

RESOLVED: That any of the appropriate officers of the Company be, and each of them hereby is, authorized (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, (ii) to pay or cause to be paid on behalf of the Company any related costs and expenses and (iii) to take such other actions, in the name and on behalf of the Company, as each such officer, in his discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other acts shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

RESOLVED FURTHER: That all actions heretofore taken by the officers and directors of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors as of the date set forth below opposite his or her name, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the last date of execution below. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

[Name of director]

Date:

[Name of director]

Date:

(Signature page to Board Consent)