

[COMPANY NAME]

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**ACTION BY WRITTEN CONSENT OF STOCKHOLDERS**

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In accordance with 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 resolutions:

**1. AUTHORIZATION OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**RESOLVED:** That the Certificate of Incorporation of the Company be amended and restated in its entirety 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 to be 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, as set forth in the Amended and Restated Certificate of Incorporation substantially in the form attached hereto as **Exhibit A** (the “**Amended Certificate**”).

**RESOLVED FURTHER:** That the Company’s Certificate of Incorporation as currently in effect be amended and restated to read as set forth in the Amended Certificate.

**RESOLVED FURTHER:** That the appropriate officers of the Company are hereby authorized and directed to execute the Amended Certificate and take all such action as such officers deem necessary or desirable to file the Amended Certificate with the Delaware Secretary of State and to cause the Amended Certificate to become effective.

**2. OMNIBUS RESOLUTIONS**

**RESOLVED:** That the proper officers of the Company be, and each individually is, hereby authorized and directed to do and perform any and all such acts, including the execution, delivery and filing of any and all instruments, documents and certificates, as such officers deem necessary or advisable, to carry out and perform the purposes and intent of the foregoing resolutions.

**RESOLVED FURTHER:** That any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Company.

**IN WITNESS WHEREOF**, by executing this Action by Written Consent of Stockholders, each undersigned stockholder is giving written consent with respect to all shares of the Company's capital stock held by such stockholder in favor of the above resolutions. This Action by Written Consent of Stockholders may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. 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.

Dated: \_\_\_\_\_

\_\_\_\_\_  
*Print name of stockholder*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Print name of signatory, if different*

\_\_\_\_\_  
*Print title, if applicable*

**EXHIBIT A**

**Amended & Restated  
Certificate of Incorporation**