EXAMPLE, INC

ACTION BY WRITTEN CONSENT OF THE MEMBERS OF THE BOARD OF

DIRECTORS IN LIEU OF FIRST MEETING

Pursuant to Sections 108(c) and 141(f) of the Delaware General Corporation Law and the bylaws of EXAMPLE, INC, a Delaware corporation (the “**Company**”), the undersigned, constituting the members of the board of directors of the Company (the “**Board**”), hereby adopt the following resolutions:

***Ratification of Actions of Sole Incorporator***

**RESOLVED**: That every action that has been taken or authorized with respect to the Company by the sole incorporator (including, but not limited to, the initial incorporation of the Company, the election of directors and the adoption of the bylaws) is ratified.

***Minute Book***

**RESOLVED**: That the Company will maintain as part of its corporate records a book entitled “minute book” or “corporate records”, which will include certified copies of its certificate of incorporation and bylaws and any amendments thereto, minutes and notices of all meetings, and actions by written consent, of the Board, committees of the Board and stockholders, and any other records which the Secretary of the Company deems advisable to be maintained in such book.

***Size of Board and Chairman of Board***

**RESOLVED**: That the Board will initially consist of one (1) member.

**RESOLVED FURTHER**: That INDIVIDUALS\_1 is appointed to serve as the Chairman of the Board, to serve until his respective successor is duly elected and qualified.

***Appointment of Officers***

**RESOLVED:** That the following persons are elected as officers of the Company to the offices set forth opposite their respective names, to serve until their respective successors are duly elected and qualified or until any such officer’s earlier resignation or removal:

| Chief Executive Officer | : | INDIVIDUALS\_1 |
| --- | --- | --- |
| Treasurer | : | INDIVIDUALS\_2 |
| Secretary | : | INDIVIDUALS\_3 |

***Authority of Officers***

**RESOLVED**: That, in accordance with the powers of the officers specified in the Company’s bylaws, the officers of the Company are authorized to execute and deliver any agreement in the name of the Company and to otherwise obligate the Company with respect to the business of the Company, within general guidelines and budgets approved by the Board; *provided, however,* that the Board may adopt from time to time specific limitations on the authority of such officers.

***Issuance of Common Stock***

**RESOLVED**: That the Board determines that the fair market value of the common stock is $0.01 per share.

**RESOLVED FURTHER**: That the Company is authorized to sell and issue to the following person the number of shares of common stock listed opposite such purchaser’s name at a purchase price per share of $0.01 on the terms and conditions and for the form of consideration set forth in the agreements listed opposite such purchaser’s name, which agreement shall be entered into in substantially the form provided to and reviewed by the Board with such changes as may be approved by the officers of the Company, acting on behalf of the Company, with the advice of counsel:

|  |  |  |  |
| --- | --- | --- | --- |
| **Name** | **Number of Shares** | **Purchase Price** | **Form of Agreement** |
| INDIVIDUALS\_1  INDIVIDUALS\_2  INDIVIDUALS\_3 | 7,629,000  2,009,000  362,000 | $76,290.00  $20,090.00  $3,620.00 | Restricted Stock Purchase Agreement (form attached as **Exhibit A**)  Restricted Stock Purchase Agreement (form attached as **Exhibit A**)  Restricted Stock Purchase Agreement (form attached as **Exhibit A**) |
| **TOTALS** | 10,000,000 | $100,000.00 |  |

**RESOLVED FURTHER**: That the Board determines that the purchase price per share of $0.01 in consideration for the common stock issued pursuant to the terms and conditions of the above listed agreement constitutes full and adequate consideration for the common stock, and that such shares, when issued in accordance with the terms of such agreement, will be fully-paid and nonassessable outstanding shares of common stock of the Company.

**RESOLVED FURTHER**: That the officers of the Company in consultation with legal counsel are authorized and directed to execute, verify and file all documents, and to take whatever actions, that are necessary or advisable to comply with all state and federal securities laws.

**RESOLVED FURTHER**: That the responsible attorneys, paralegals and corporate assistants of LAWYERS, counsel for the Company, are authorized and directed to execute and submit on behalf of the Company, an electronic exemption notice with the California Department of Corporations in connection with the current offering of the Company’s securities, and are further authorized and directed to irrevocably appoint the California Commissioner of Corporations as agent for service of process for the Company in connection with the issuance of the Company’s securities in the current offering.

***Indemnification Agreements***

**RESOLVED**: That the Board determines that it is in the best interest of the Company and its stockholders for the Company to enter into indemnification agreements with its current and future directors and executive officers in substantially the form attached hereto as **Exhibit B**.

**RESOLVED FURTHER**:That the Company is authorized to execute and deliver an indemnification agreement with each current director and executive officer, and with all future directors and executive officers, of the Company.

**RESOLVED FURTHER**:That the officers of the Company are authorized to make modifications to such agreements in order to comply with applicable law.

***Employee Agreements***

**RESOLVED**: That the Company is authorized and directed to adopt an At Will Employment, Confidential Information, Invention Assignment and Arbitration Agreement in substantially the form attached hereto as **Exhibit C**, and to enter into such agreement with each current employee of the Company and with all persons that commence employment with the Company.

**RESOLVED FURTHER**:That the officers of the Company are authorized to make modifications to such agreements in order to comply with the laws of particular states where employees may reside, as such officers deem appropriate.

***Management of Fiscal Affairs***

**RESOLVED**: That the officers of the Company are authorized to:

* designate one or more banks or similar financial institutions as depositories of the funds of the Company;
* open, maintain and close general and special accounts with any such depositories;
* cause to be deposited from time to time in such accounts, funds of the Company as they deem necessary or advisable, and to designate, or to change or revoke the designation of, the officers or agents of the Company authorized to make such deposits and to endorse checks, drafts and other instruments for deposit;
* designate, or to change or revoke the designation of, the officers or agents of the Company authorized to sign or countersign checks, drafts or other orders for the payment of money of the Company against any funds deposited in any of such accounts;
* authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures; and
* make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable, and to complete, execute and certify any customary printed blank signature card forms in order to exercise conveniently the authority granted by this resolution, and any resolutions printed on such cards are deemed adopted as a part of this resolution.

**RESOLVED FURTHER**: That all form resolutions required by any such depository are adopted, and that the Secretary or any Assistant Secretary of the Company is authorized to certify such resolutions as having been adopted by this action by unanimous written consent.

**RESOLVED FURTHER**: That any such depository to which a certified copy of these resolutions has been delivered by the Secretary or any Assistant Secretary of the Company is authorized and entitled to rely upon such resolutions for all purposes until it receives written notice of the revocation or amendment of these resolutions.

***Expenses of Incorporation and Organization***

**RESOLVED**: That the Company is authorized to pay and reimburse the expenses of incorporation and organization of the Company, including without limitation expenses incurred prior to the incorporation of the Company.

**RESOLVED FURTHER**: That the officers of the Company are authorized to determine whether to elect to apply Section 248(a) of the Internal Revenue Code with respect to any organizational expenditures.

***Withholding Taxes***

**RESOLVED**:That the Company is authorized to consult with its bookkeepers, auditors and attorneys in order to be fully informed as to, and to collect and pay promptly when due, all withholding taxes for which the Company may now be (or hereafter become) liable.

***Accounting Year***

**RESOLVED**: That the accounting year of the Company will end on December 31st of each year.

***Principal Executive Office***

**RESOLVED**: That the principal executive office of the Company be established and maintained at EXAMPLE ADDRESS , CITY, STATE, ZIP CODE.

***Qualifications to do Business***

**RESOLVED:** That the officers of the Company are authorized to take any and all actions that they deem necessary or appropriate to qualify the Company to do business as a foreign corporation in each state that the officers determine such qualification to be necessary or appropriate.

***Employer Tax Identification Number***

**RESOLVED:** That the officers of the Company are authorized to apply for a federal employer identification number on Form SS-4.

**RESOLVED FURTHER:** That the officers of the Company are authorized to direct the responsible attorneys, paralegals and corporate assistants of EXAMPLE LAWFIRM, counsel for the Company, to submit on behalf of the Company, an online application for a federal employer identification number on Form SS-4.

***Adoption of 201\_\_ Equity Incentive Plan and Agreement***

**RESOLVED:** That the 202\_\_ Equity Incentive Plan (the “**Plan**”) in substantially the form attached hereto as **Exhibit D** is adopted and approved.

**RESOLVED FURTHER:** That the Board reserves 2,500,000 shares of common stock for issuance under the Plan.

**RESOLVED FURTHER:** That the form of stock option agreement in substantially the form attached hereto as **Exhibit E** is approved.

**RESOLVED FURTHER:** That the officers of the Company are authorized and directed to solicit the consent of the stockholders to the adoption of the Plan and to file the appropriate notices with the applicable state and federal securities authorities in connection with the issuance of options, at such time as such actions may be necessary or advisable in order to comply with applicable law.

*Omnibus Resolutions*

**RESOLVED:** That the officers of the Company be, and each of them hereby is, authorized and empowered to take any and all such further action, to execute and deliver any and all such further agreements, instruments, documents and certificates and to pay such expenses, in the name and on behalf of the Company or such officer, as any such officer may deem necessary or advisable to effectuate the purposes and intent of the resolutions hereby adopted, the taking of such actions, the execution and delivery of such agreements, instruments, documents and certificates and the payment of such expenses by any such officer to be conclusive evidence of his or her authorization hereunder and the approval thereof.

**RESOLVED FURTHER:** That any and all actions taken by the officers of the Company to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, ratified and confirmed.

(*signature page follows*)

This action by written consent shall be effective as of the date the Company receives the consent of the Company’s directors. This action by written consent 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 by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used. This action by written consent shall be filed with the minutes of the proceedings of the board of directors of the Company.

Date:

INDIVIDUALS

**Exhibit A**

**FORM OF Restricted Stock Purchase Agreement**

**Exhibit B**

**Form of Indemnification Agreement**

**Exhibit C**

**Form of at will employment, confidential information,**

**invention assignment and arbitration agreement**

**Exhibit D**

202\_\_ equity incentive PLAN

**Exhibit E**

FORM OF STOCK OPTION AGREEMENT