BOARD CONSENT OF DIRECTORS

OF EXAMPLE CORPORATION

IN LIEU OF SPECIAL MEETINGS

The undersigned, being the sole member of the board of directors (the “*Board*”) and the sole shareholder of EXAMPLE Corporation, a Washington corporation (the “*Company*”), acting pursuant to RCW 23B.08.210 and RCW 23B.07.040 without the necessity of formal meetings, hereby waive all notices, statutory and otherwise, and DOES HEREBY UNANIMOUSLY ADOPT the following resolutions and DOES HEREBY UNANIMOUSLY CONSENT to the taking of the actions therein set forth:

**Approval of Various Agreements**

WHEREAS, certain officers of the Company have caused to be prepared and negotiated two Intercompany Agreements between the Company and EXAMPLE Corporation, a [Corporation-state] corporation (“***EXAMPLE***”), in substantially the form of attached Exhibit A (the “***Outbound Agreement***”) and Exhibit B (the “***Inbound Agreement***” and, together with the Outbound Agreement, the “***Intercompany Agreements***”); and

WHEREAS, pursuant to the Outbound Agreement, employees and consultants of the Company will provide, effective as of \_\_\_\_\_\_\_\_, 20\_\_, certain services to EXAMPLE related to administrative assistance, development agreements and other matters and, pursuant to the Inbound Agreement, employees and consultants of EXAMPLE will provide, effective as of \_\_\_\_\_\_\_\_\_\_\_, 20\_\_, certain services to EXAMPLE related to administrative assistance, development agreements and other matters; and

WHEREAS**,** the Board deems it to be in the best interests of the Company and its sole shareholder to enter into the Intercompany Agreements; NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Outbound Agreement be, and is hereby, ratified, confirmed, approved and adopted, and the execution and delivery of the Outbound Agreement by the appropriate officers of the Company are hereby ratified, confirmed, approved and adopted; and

FURTHER RESOLVED, that the Inbound Agreement be, and is hereby, approved and adopted, and the appropriate officers of the Company are, and any one of them is, hereby authorized and directed to execute and deliver the Intercompany Agreement on behalf of the Company with such changes as such officer(s) shall approve, such approval to be conclusively established by his execution of such Inbound Agreement; and

General Authority

FURTHER RESOLVED, that the officers of the Company are authorized and directed, in the name and on behalf of the Company, to take all such other actions, and to cause to be prepared and to execute, deliver, file and perform all other instruments, documents and certificates, as in the judgment of the officers or counsel to the Company shall be necessary or advisable to carry out the intent of the foregoing resolutions, and the execution of any such instrument, document or certificate or the taking of any such action in connection with the foregoing shall conclusively establish the authority of the officer with respect thereto and the approval and ratification by the Company of the instrument, document or certificate so executed or the action so taken; and

FURTHER RESOLVED, that the Board and sole shareholder hereby ratify and confirm any and all lawful actions taken by any of the proper officers of the Company prior to the date of these resolutions to effect the purposes and intent of the foregoing resolutions.

Execution and delivery of this Consent by facsimile transmission shall be deemed for all purposes to be due execution and delivery by the signing director and shareholder.

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| **DIRECTOR(S) AND SHAREHOLDER(S)**: |  |
| Date: \_\_\_\_\_\_\_\_ \_\_, 20\_\_ | INDIVIDUAL, ROLE |
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**Exhibit A**

Form of Agreement