1. **MINUTES AND RESOLUTIONS OF A SPECIAL MEETING  
   OF THE MEMBERS OF  
   {{ company\_name }}**

This special meeting of the {% if member\_count == 1%}sole Member{% endif %}{% if member\_count > 1 %}Members{% endif %} of {{ company\_name }}, a {{state}} limited liability company (Company), was called by {{questionnaire\_items.wyla\_special\_meeting\_min\_res\_person\_calling\_meeting\_first\_name[1]}} {{questionnaire\_items.wyla\_special\_meeting\_min\_res\_person\_calling\_meeting\_last\_name[1]}} as a {%if questionnaire\_items.wyla\_special\_meeting\_min\_res\_person\_calling\_meeting\_manager%}Manager{%endif%}{%if questionnaire\_items.wyla\_special\_meeting\_min\_res\_person\_calling\_meeting\_member%}Member{%endif%}{%if questionnaire\_items.wyla\_special\_meeting\_min\_res\_person\_calling\_meeting\_managing\_member%}Managing Member{%endif%} of the Company. This special meeting was held on {{ questionnaire\_items.wyla\_special\_meeting\_min\_res\_date\_held[1]}} at {{company\_addresses.company.street1}}, {{company\_addresses.company.city}}, {{company\_addresses.company.state}} {{company\_addresses.company.zipcode}}.

The {% if member\_count == 1%}sole Member{% endif %}{% if member\_count > 1 %}Members{% endif %} of the Company, acting without notice of a meeting, waive all notice, whether required by statute or otherwise, of the meeting of the {% if member\_count == 1%}sole Member{% endif %}{% if member\_count > 1 %}Members{% endif %} of the Company in accordance with the {% if state == ‘Alabama’ %}Alabama Limited Liability Company Law of 2014{%elif state == ‘Arkansas’%}Small Business Entity Tax Pass Through Act{%elif state == ‘California’%}California Revised Uniform Limited Liability Company Act{%elif state == ‘Indiana’%}Indiana Business Flexibility Act{%elif state == ‘Minnesota’%}Minnesota Revised Uniform Limited Liability Company Act{%elif state == ‘Mississippi’%}Revised Mississippi Limited Liability Company Act{%elif state == ‘New Jersey’ %}New Jersey Revised Uniform Limited Liability Company Act{%elif state == ‘Pennsylvania’%}Pennsylvania Uniform Limited Liability Company Act of 2016{%elif state == ‘South Carolina’%}Uniform Limited Liability Company Act of 1996{%elif state == ‘Vermont’%}Limited Liability Company Act (11 V.S.A. § 4001 et. seq.){%elif state == ‘Washington DC’%}Uniform Limited Liability Company Act of 2010{%elif state == ‘West Virginia’%}Uniform Limited Liability Company Act{%elif (state == ‘Ohio’) or (state == ‘Utah’) or (state == ‘Alaska’) or (state == ‘Florida’) or (state == ‘Kansas’)%} {{state}} Revised Limited Liability Company Act{%elif (state == ‘Louisiana’) or (state == ‘New York’)%} {{state}} Limited Liability Company Law{%elif (state == ‘Hawaii’) or (state == ‘Idaho’) or (state == ‘Illinois’) or (state == ‘Iowa’) or (state == ‘Nebraska’) or (state == ‘North Dakota’)%} {{state}} Uniform Limited Liability Company Act{%else%}{{state}} Limited Liability Company Act{%endif%} and the Company Articles of Organization or Operating Agreement, and consent to, adopt, and vote in favor of the following resolutions. This consent has the same effect as the unanimous vote at a duly convened meeting of the {% if member\_count == 1%}sole Member{% endif %}{% if member\_count > 1 %}Members{% endif %} of the Company.

The {% if member\_count == 1%}sole Member of the Company, adopts{% endif %}{% if member\_count > 1 %}Members of the Company, adopt{% endif %} the following resolution, which is effective on {{ questionnaire\_items.wyla\_special\_meeting\_min\_res\_date\_effective[1]}}.

**{{questionnaire\_items.wyla\_special\_meeting\_min\_res\_short\_description[1]}}:**

The floor was opened for discussion about {{questionnaire\_items.wyla\_special\_meeting\_min\_res\_short\_description[1]}}.{% if questionnaire\_items.wyla\_special\_meeting\_min\_res\_document\_yes%} A document titled {{questionnaire\_items.wyla\_special\_meeting\_min\_res\_document\_name[1]}} was presented to the {% if member\_count == 1%}sole Member{% endif %}{% if member\_count > 1 %}Members{% endif %} and was considered{%endif%}. A presentation of the details of the action to be take was made to the {% if member\_count == 1%}sole Member{% endif %}{% if member\_count > 1 %}Members{% endif %} and is summarized below:

{{questionnaire\_items.wyla\_special\_meeting\_min\_res\_summary[1]}}.

A motion was made and seconded and, after discussion, the motion was passed by unanimous vote, and it was:

**RESOLVED:** that the Company shall {{questionnaire\_items.wyla\_special\_meeting\_min\_res\_short\_description[1**]}}** and instructs {{questionnaire\_items.wyla\_special\_meeting\_min\_res\_authorized\_person\_first\_name[1]}} {{questionnaire\_items.wyla\_special\_meeting\_min\_res\_authorized\_person\_last\_name[1]}} to employ such professionals and sign and deliver any documents which the appropriate officer of the Company determines necessary, appropriate, and convenient to achieve {{questionnaire\_items.wyla\_special\_meeting\_min\_res\_short\_description[1]}}.

With no further business to conduct, the meeting was adjourned upon motion made and seconded and passed by majority vote.

{{ signature }}

Authorized Signatory – {{questionnaire\_items.wyla\_special\_meeting\_min\_res\_authorized\_person\_first\_name[1]}} {{questionnaire\_items.wyla\_special\_meeting\_min\_res\_authorized\_person\_last\_name[1]}}

Secretary of the Meeting

{% for member in members %}Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

{{ member.first\_name }} {{ member.last\_name }}{{member.company}}, Member

{% endfor %}