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*Carlton Fields practices law in California through Carlton Fields Jorden Burt, LLP*

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**ORGANIZATIONAL RESOLUTIONS**

**OF**

 **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, INC.**

 The undersigned, being the directors of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, INC., a Delaware corporation (the “Corporation”), do hereby agree, declare and consent, pursuant to the provisions of the Delaware General Corporation Law, to the adoption of, and do hereby adopt, the following organizational resolutions and the actions specified herein, effective as of the \_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_:

**Organizational Matters**

**RESOLVED**, that the Certificate of Incorporation of the Corporation as filed with the Delaware Department of State on \_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_, is hereby accepted, approved, ratified, confirmed and adopted in every respect and shall be filed in the minute book of the Corporation.

**FURTHER RESOLVED**, that the bylaws attached hereto as Exhibit A (the “Bylaws”), have been presented to and reviewed by the directors of the Corporation and are hereby accepted, approved, ratified confirmed, and adopted as the Bylaws of the Corporation and shall be filed in the minute book of the Corporation.

**FURTHER RESOLVED**,that the following persons are appointed to serve in the offices of the Corporation set forth opposite their respective names, until the next annual meeting of directors and their successors are elected and qualified, or until their earlier resignation, removal from office, or death:

**Name Office**

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ President

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Secretary

 Treasurer

**FURTHER RESOLVED**, that the Corporation hereby approves and the President is hereby authorized to execute the certain Subscription Agreements attached hereto as Exhibit B (the “Subscription Agreements”).

**FURTHER RESOLVED**, that the form stock certificate attached hereto as Exhibit C (the “Stock Certificate”) is hereby accepted, approved, ratified confirmed, and adopted.

**FURTHER RESOLVED**, that the Secretary of the Corporation shall procure the books of account and other books necessary or appropriate for carrying on the Corporation’s business.

**FURTHER RESOLVED**, that the President and Secretary or such other proper officers of the Corporation are authorized to execute all stock certificates, deeds, contracts, and other instruments on behalf of the Corporation which the Board of Directors has authorized to so execute in connection with the initial capitalization of the Corporation.

**FURTHER RESOLVED**,that the Corporation hereby authorizes the payment or reimbursement of all charges and expenditures incident to or arising out of the organization of the Corporation.

**General Grant of Authority**

**RESOLVED**, that the proper officers of the Corporation, and each of them, be, and each hereby is, authorized, empowered and directed to take all such further action and to execute and deliver all such further agreements, instruments and other documents in the name and on behalf of the Corporation, under its corporate seal or otherwise, and to pay any and all such expenses and taxes, as in such officer’s or officers’ sole and absolute judgment shall be deemed to be necessary, proper or advisable in order to fully carry out the intent and accomplish the purposes of all of the foregoing resolutions, and each of them, and, to the extent previously executed and delivered and paid, any such act, action, payment, execution or delivery shall be and hereby are ratified and affirmed.

**FURTHER RESOLVED**, that the proper officers of the Corporation for purposes of the foregoing resolutions be, and they hereby are declared to be, the President, any Vice President, the Treasurer, and the Secretary or Assistant Secretary of the Corporation. Any action authorized to be taken by the proper officers of the Corporation may be taken by any proper officer acting alone.

**FURTHER RESOLVED,** that a faxed or PDF signature of this Written Consent shall be accepted and considered the same as an original signature.

***[Signatures Begin on Following Page]***

The undersigned have executed these Organizational Resolutions as of the date first written above.

|  |  |
| --- | --- |
|  | **Directors:** |
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|  |   |

**EXHIBIT A**

**Bylaws**

[attached]

**EXHIBIT B**

**Subscription Agreements**

[attached]

**EXHIBIT C**

**Stock Certificate**

[attached]