

**WRITTEN ACTION IN LIEU OF MEETING
OF FIRST BOARD OF GOVERNORS
OF
[COMPANY], LLC**

The undersigned, being the sole member of the Board of Governors of [COMPANY], LLC, a Minnesota limited liability company (the "Company"), acting pursuant to the provisions of Minnesota Statutes, Section 322B.656, does hereby adopt the following resolutions, as of [DATE]:

Acknowledgment of Filing of Articles of Organization

RESOLVED, that the governor(s) hereby acknowledge(s) that Articles of Organization of [COMPANY], LLC were filed with the Secretary of State of the State of Minnesota on [DATE], and that a Certificate of Organization has been issued to the Company.

Payment of Organization Expenses

RESOLVED, that all fees, costs and other expenses incurred in effecting the organization of the Company and the commencement of its business operations be and the same are hereby ordered to be paid as promptly as possible.

Adoption of Member Control Agreement

RESOLVED, that the Member Control Agreement in the proposed form prepared by counsel for the Company and submitted to the governor(s) be and it hereby is ratified and approved, and the President of the Company is hereby authorized to execute on behalf of the Company the Member Control Agreement substantially in the form reviewed with such changes therein as such manager may determine in such manager's sole discretion.

Issuance of Membership Interests

WHEREAS, [NAME] has indicated his willingness to purchase an aggregate of 100 units of the Company, designating Membership Interests having full Governance Rights and Financial Rights as further defined in the Member Control Agreement, for an aggregate purchase price of \$100, as follows:

Subscriber	Number of Units Purchased	Price
[NAME]	100	\$100

NOW, THEREFORE, RESOLVED, that such subscription be and it hereby is accepted; and upon payment of the aforesaid purchase price by [NAME], the Company shall, and its managers be and they hereby are authorized and directed to, issue to [NAME] 100 units, and to reflect the issuance of such units and Membership Interests in the required records of the Company, which units shall thereupon constitute fully paid and non-assessable Membership Interests of the Company.

Company Seal

RESOLVED, that the Company shall have no company seal.

Election of Managers

RESOLVED, that the following persons be and they hereby are elected to the offices set forth opposite their respective names, to serve until the next election of managers and until their successors shall have been duly elected and qualified:

[NAME] - Chief Manager, Secretary, and Treasurer

Fiscal Year

RESOLVED, that the fiscal year of the Company shall end on the last day of December 31 of each year.

Adoption of Banking Resolutions

RESOLVED, that the managers of the Company shall designate a bank as a depository for the funds

of the Company and that the managers of the Company shall be authorized to make deposits therein and withdraw funds therefrom, and make loans, either secured or unsecured from such bank, all in accordance with the detailed resolutions set forth on the bank's form of resolution, which is incorporated herein as fully as though specifically set forth.

[NAME], Sole Governor