

ACTION OF INCORPORATOR OF
_____, INC.
ON WRITTEN CONSENT

The undersigned, being the incorporator (the "Incorporator") of _____, Inc., executing this Action on Written Consent pursuant to the Tennessee Nonprofit Corporation Act, does hereby authorize, approve, and consent to the following:

WHEREAS, a Charter has been filed by the Secretary of State, State of Tennessee, and also has been recorded in the Register's Office of _____ County, Tennessee,

RESOLVED, that the Charter of _____, Inc. be accepted and the original be filed with the valuable papers of the corporation;

RESOLVED, FURTHER, that the By-Laws for the conduct of the affairs of the corporation, a copy of which is attached hereto, be, and the same hereby are, adopted by and on behalf of the corporation for the purposes therein stated;

RESOLVED, FURTHER, that all necessary filings to establish the non-profit status of the corporation with the United States Internal Revenue Service, a copy of which is attached hereto, be, and the same hereby are, adopted by and on behalf of the corporation for the purposes therein stated;

RESOLVED, FURTHER, that the certificate for capital stock of the corporation shall be in the form attached to this Action on Written Consent; and

Date: _____, 20__

_____, Incorporator

ACTION OF MEMBER OF
[COMPANY]
ON WRITTEN CONSENT

The undersigned, being a member of [Company], a Tennessee corporation, executes this Action on Written Consent pursuant to the Tennessee Nonprofit Corporation Act, and hereby authorizes, approves, and consents to the voting by written consent of the members of [Company] on the following matters:

[INSTRUCTION: INDICATE YOUR VOTE BY INSERTING THE NUMBER OF SHARES VOTED IN THE BLANKS BESIDE THE INTENDED RESPONSE.]

1. Proposal to accept, confirm, and ratify the resolutions adopted by the Incorporator with regard to the acceptance and adoption of the corporation's Charter and By-Laws.

FOR _____
AGAINST _____
ABSTAIN _____

2. Proposal to accept the resignation of [Incorporator], as the Incorporator.

FOR _____
AGAINST _____
ABSTAIN _____

3. Proposal to elect the following named persons to serve as the Board of Directors for a term of one (1) year or until their successors are elected and qualified:

[List Full Names of Directors]

FOR _____
AGAINST _____
ABSTAIN _____

Dated: _____, 20__

[NAME OF MEMBER], Member

ACTION OF DIRECTOR OF
[COMPANY]
ON WRITTEN CONSENT

The undersigned, being a director of [Company], a Tennessee corporation, executes this Action on Written Consent pursuant to the Tennessee Nonprofit Corporation Act, and hereby authorizes, approves, and consents to the voting by written consent of the directors of [Company] on the following matters:

[INSTRUCTION: INDICATE YOUR VOTE BY MARKING THE INTENDED

RESPONSES.]

1. Proposal to elect the following persons for the offices set opposite their respective names until further action by this Board of Directors:

[Name of President] - President

[Name of Vice President] - -- Vice President

[name of Secretary] - Secretary

[ADD FULL NAMES AND TITLES FOR THE OFFICERS AS NECESSARY]

FOR _____

AGAINST _____

ABSTAIN _____

2. Proposal to authorize the above-named officers to execute the printed form resolutions (which are to be attached hereto upon the execution thereof) furnished by the depository for the corporation's funds, which authorize the individuals designated therein to carry out the activities specified in the printed form resolutions.

FOR _____

AGAINST _____

ABSTAIN _____

Date: _____, 20__

[NAME OF DIRECTOR], Director