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

**CONSENT ACTION**

**OF**

**BOARD OF DIRECTORS**

**OF**

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

**IN LIEU OF ORGANIZATIONAL MEETING**

Pursuant to Section 14-2-821 of the Georgia Business Corporation Code, the undersigned, constituting all the directors of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**, INC.** (the “Corporation”), hereby consent to and adopt the following resolutions, which action shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board of Directors of said Corporation, duly called and held pursuant to applicable provisions of the Georgia Business Corporation Code, and direct that this Consent Action shall be filed with the minutes of the proceedings of the Shareholders and Directors of the Corporation.

# Articles of Incorporation.

**RESOLVED,** that the Articles of Incorporation of this Corporation filed with the Secretary of State of Georgia on \_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_, be and are hereby accepted.

**FURTHER RESOLVED**, that the Secretary of the Corporation is hereby directed to place a copy of said Articles of Incorporation, together with the certificate of the Secretary of State thereon, in the Corporation's minutes book.

# Price of Common Stock.

**RESOLVED,** that until further determination of this Board of Directors, the Corporation shall from time to time issue its no par value common stock at a consideration to be determined by the Board of Directors.

# Acceptance of Subscription.

**WHEREAS,** the following persons have heretofore subscribed for the number of shares set opposite their respective names of the \_\_\_\_\_\_ value common stock of the Corporation, on such terms and conditions as stated in their respective subscription agreement:

|  |  |
| --- | --- |
| **Name** | **Shares of Common Stock** |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_ |
|   | \_\_\_\_ |

**WHEREAS,** a copy of said subscription agreements are attached to these Minutes of Action;

**RESOLVED,** that said subscription agreements be and the same are hereby accepted; and

**FURTHER RESOLVED,** that it is determined that the consideration to be received by the Corporation for the shares to be issued is adequate, and the shares so issued shall be deemed validly issued, fully paid, and nonassesable.

# Bylaws.

**RESOLVED,** that the proposed Bylaws accompanying these Minutes of Action be and the same are hereby adopted as the Bylaws of this Corporation. The Secretary of the Corporation is hereby directed to incorporate said Bylaws in the minutes book of the Corporation and to attest the same under his hand and seal as the Bylaws so adopted.

# Seal.

**RESOLVED,** that the seal impressed on the margin of this page is hereby accepted as the seal of the Corporation.

# Election of Officers.

**RESOLVED,** that the following persons are hereby elected to the offices shown, each officer to serve until the next annual meeting of the Board of Directors or until his respective successor is duly elected and qualified:

 President

 Secretary

 Treasurer

# Bank Account.

**RESOLVED,** that the proper officers of the Corporation be and hereby are authorized and directed to open one or more accounts with a bank or brokerage as may be selected as depositories for the Corporation in the discretion of any of the officers of the Corporation, and to deposit therein funds, drafts, checks and notes of the Corporation, payable on said accounts to be made in the corporate name;

**FURTHER RESOLVED,** that such officers be and hereby are authorized to execute and deliver corporate resolutions on such forms as may be presented or required by bank(s) or brokerage(s); said forms to be completed with such infor­mation as the executing officers may deem to be in the best interest of the Corporation;

**FURTHER RESOLVED,** that all such resolutions which may be required by bank(s) or brokerage(s) hereafter selected by the Corporation dealing with the designation of such bank(s) or brokerage(s) as depositories be and hereby are adopted as resolutions of the Board of Directors; and the Secretary or Assistant Secretary of the Corporation may hereafter attest to and execute such bank(s) or brokerage(s) resolutions and/or forms without additional action of the Board of Directors.

# Form of Stock Certificates.

**RESOLVED,** that the form of stock certificate for the capital stock of the Corporation attached hereto and incorporated herein by reference be unanimously adopted as the stock certificate of the Corporation.

# Fiscal Year.

**RESOLVED,** that the fiscal year of the Corporation is hereby determined to commence on January 1 of each year and end on December 31 of the same year, until otherwise determined by this Board of Directors.

# Organizational Expenses.

**RESOLVED,** that the Treasurer be and hereby is authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation.

 **IN WITNESS WHEREOF,** the directors of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**, INC.** have executed this Consent Action, effective as of the \_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_.

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