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

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**ORGANIZATIONAL RESOLUTIONS OF**

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

**ADOPTED BY WRITTEN CONSENT**

The undersigned, being all the Directors of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Inc., a Florida corporation (the “Company”), hereby adopt the following resolutions by written consent in lieu of meeting, effective as of \_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_:

**RESOLVED**, that whereas the Articles of Incorporation were filed and the filing fees and taxes were paid on \_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_, and a certified copy of the Articles of Incorporation was issued by the Office of the Secretary of State of the State of Florida on \_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_, the Secretary is directed to spread a copy of said Articles at length upon these minutes;

**RESOLVED,** that the designation of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, as Registered Agent of the Company, made at the time of filing the Articles of Incorporation, is hereby ratified and confirmed;

**RESOLVED,** that the seal of the Company, an impression of which is affixed hereto, is hereby approved and adopted as the corporate seal of the Company;

**RESOLVED,** that the form of stock certificate presented to the Directors, a specimen copy of which is to be made a part of these resolutions, is hereby adopted as the stock certificate of this Company;

**RESOLVED,** that the Bylaws prepared by counsel to the Company are hereby adopted as the Bylaws of the Company and it is hereby ordered that they be made part of the permanent records of the Company, to follow the copy of the Articles of Incorporation in the minute book;

**RESOLVED,** that the following persons are hereby elected Directors of the Company, to serve until the next annual meeting of shareholders or until their successors are duly elected and qualified:

**RESOLVED,** that the following persons are elected to the offices set forth below opposite their respective names, to serve for a period of one year, or until their respective successor(s) is/are duly elected and qualified:

 - President

 - Secretary

 - Treasurer

**RESOLVED,** that the appropriate officers of the Company be and are hereby authorized, empowered and directed as agents of the Company to open an account with the bank or banks of their choice and to deposit therein all funds of the Company, payable on said account, which shall be made in the name of the Company, and said agents are hereby authorized and empowered to withdraw funds from said account, all of the foregoing to be designated in the Company’s respective bank resolution(s);

**RESOLVED,** that the resolution(s) required by the bank(s) to effect the foregoing is/are hereby adopted as the action of the Board of Directors of the Company and the Secretary is hereby directed to append a copy of the same to the copy of these resolutions in the minute book;

**RESOLVED,** that the Company having received the following offers to purchase shares of its common stock:

|  |  |  |
| --- | --- | --- |
| **OFFEROR** | **NUMBER OF SHARES** | **CONSIDERATION** |
|   | \_\_\_\_\_\_\_ | \_\_\_\_\_\_ |
|  |  |  |
|   | \_\_\_\_\_\_\_ | \_\_\_\_\_\_ |

and the Board of Directors of this Company having determined that the consideration offered is of a value at least equal to the full par value of the stock to be issued therefor, such offers be and are hereby accepted and upon delivery, in full, to the Company of the consideration offered, the officers of the Company be and are hereby directed to issue and deliver to the offerors an appropriate stock certificate reflecting ownership of the shares so purchased, such shares to be fully paid and nonassessable;

**RESOLVED,** that the appropriate officers of the Company are authorized to pay, in full, from the corporate funds, the expenses of organizing the Company.

This Consent may be executed in any number of counterparts, and/or by facsimile and/or by electronic mail, each of which counterpart shall be deemed to be an original and all such counterparts taken together shall be deemed to constitute one and the same instrument. The signatories hereto confirm that any facsimile or electronic copy of another signatory’s executed counterpart of this Consent (or its signature page) will be deemed to be an executed original.

|  |  |
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|  | **DIRECTORS:** |
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