

**MINUTES OF MEETING
OF THE
BOARD OF DIRECTORS
OF XYZ, Inc.**

The directors of the corporation named above, constituting the board of directors of this corporation, held a meeting at the time, on the day, and at the place set forth as follows:

Time: xx:xx pm

Date: xx/xx/20xx

Place: Big City, California

The following directors, constituting a quorum of the full board, were present at the meeting:

Joe Smith, Mike Johnson, Allison Ford, Betty Jean, Carry Lock.

The following directors were absent:

None

This special meeting was held pursuant to consent of all the directors.

Articles

Whereas, the articles of incorporation were presented and reviewed.

Whereas, it was acknowledged that the articles of incorporation had been duly filed with the California Secretary of State.

On Motion, the articles where unanimously accepted by the board.

EIN

Whereas, it was discussed that an EIN had been filed by the corporation.

On Motion, the EIN was unanimously ratified by the directors.

Agent for Service of Process

Whereas, it was discussed that Joe Smith was listed as the agent of service of process on the articles as required.

The board unanimously approved Joe Smith as the agent for service of process.

Agreement Ratification

The board discussed that they are aware of no other prior agreements to which the corporation is bound.

Bylaws

Whereas, the bylaws were presented to the board of directors and the board performed a review of the bylaws.

Whereas Carry Lock stated her opposition to the corporation offering indemnity to the board.

On Motion, the board voted to approve the bylaws

Joe Smith, Mike Johnson, Allison Ford, Betty Jean, voted in favor of the bylaws

Carry Lock voted against approval of the bylaws.

Officers

Whereas, the board reviewed the roles of each officer of the corporation as set forth in the bylaws that had been adopted and considered who would be best for each role.

The board unanimously voted to elect Carry Lock as President.

The board unanimously voted to elect Joe Smith as CFO.

The board unanimously voted to elect Betty Jean as Treasurer.

The board unanimously voted to elect Allison Ford as Secretary.

Annual Meetings

Whereas, the board is required to have an annual meeting and an annual shareholder meeting, the board discussed setting a date for an annual meeting for the directors and shareholders.

On Motion, the board unanimously decided that the annual meetings will occur the first Tuesday in May of each year.

Accounting Year

Whereas, the board decided that the accounting year of the corporation should be decided. On Motion, the board unanimously decided the accounting year should be the calendar year or any time period on recommendation of the corporation's accountant.

Banking

Whereas, the board discussed opening a bank account as it will be necessary to conduct business.

On Motion, the board unanimously decided to open an account at Little Bank in Big City, at 123 Main St, In California.

Whereas, it was discussed that signatory authority on the account is necessary. The Board discussed who should have signatory authority.

On Motion, the board unanimously voted to give all Officers signatory authority.

Conclusion

On Motion, the board unanimously directed the Secretary to certify the bylaws as adopted by the corporation and place them in the corporate book.

On Motion, the board unanimously agreed to request that their attorneys prepare the minutes of the meeting, and agreed, upon receipt, the Secretary review them for accuracy and, if accurate, certify them and add them to the corporate book.

The President then asked if there was further business to conduct. As none was forthcoming the board voted and unanimously agreed to bring the meeting to a close.

Dated: _____

Secretary, Allison Ford

XYZ Inc.