

**MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS
OF [Company], Inc.
HELD [Month] [Date], [Year]**

Pursuant to written notice to each of the members of the Board of Directors, a Special Meeting of the Board of Directors of [Company], Inc. (the "Corporation"), a [State] corporation, was held at [City], [State], on [Month] [Date], [Year], at [Time].

The following persons were present throughout the meeting:

[list the names of those BOD members who were present]

being all of the members of the Board of Directors.

[Name #1], President of the Corporation, presided as Chairman of the meeting, and designated [Name #2] to act as Secretary of the meeting.

The Chairman called the meeting to order.

The Chairman noted that minutes of the meeting of the Board of Directors held on [Month] [Date], [Year], had been delivered to each Director on [Month] [Date], [Year], together with the above-referred-to notice of this meeting.

Following a general discussion of such minutes certain changes were made thereto and, upon notice duly made and seconded, such minutes as thus amended were unanimously approved and directed to be inserted into the minute book of the Corporation.

Thereupon [Name#3], Vice President of the Corporation, and [Name #4], Treasurer of the Corporation, entered the meeting. [Name #3] reviewed the Corporation's current capital spending program, and [Name #4] reviewed the Corporation's most recent financial statements. A general discussion of those matters ensued, following which [Name #3] and [Name #4] left the meeting.

The Chairman then proposed that the Corporation authorize a capital expenditure not to exceed [\$\$\$] for the purpose of [describe the capital expenditure]. Following a discussion of that matter [if appropriate describe the discussion and identify persons speaking], the following resolution was, upon motion duly made and seconded, adopted by the affirmative vote of [##] Directors:

[Insert appropriate recitations and resolutions.]

There being no further business to come before the meeting, the meeting was, on motion duly made and seconded, adjourned.

[Name #2], Secretary of the Corporation