



**Resolution to Sell Business Assets**

WHEREAS, the Corporation has received an offer from \_\_\_\_\_ to purchase all the assets of the Corporation as a going business concern, all as were particularly set forth in a certain purchase agreement annexed hereto; and

WHEREAS, in the opinion of the Board, it is in the best interests of the Corporation and its shareholders for the Corporation to sell its assets pursuant to the terms of agreement; be it:

RESOLVED, that the offer to purchase the assets of the Corporation is hereby accepted by the Board, but subject to approval and ratification by the requisite number of shareholders of the Corporation; and

RESOLVED FURTHER, that upon shareholder approval, the President of the Corporation undertake all acts and execute all documents as necessary to consummate said transaction upon its terms.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of \_\_\_\_\_, a corporation duly formed pursuant to the laws of the state of \_\_\_\_\_ and that the foregoing is a true record of a resolution duly adopted at a meeting of the \_\_\_\_\_ and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on \_\_\_\_\_, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this \_\_\_\_\_, \_\_\_\_\_ of \_\_\_\_\_.

\_\_\_\_\_

Secretary