



Written Consent of Directors
(Asset Purchase Agreement
for sale of company's assets)

Document 1115A

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[NAME OF COMPANY]

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF A SPECIAL MEETING**

The undersigned, being [the sole director] [all of the directors] of [NAME OF COMPANY], a [] corporation (the “**Company**”), pursuant to [CITE SECTION OF STATE CORPORATION LAW]¹ hereby consent[s], approve[s] and adopt[s], as of [DATE] the following resolutions as if duly adopted at a meeting of the Board of Directors held for this purpose:

WHEREAS, the undersigned deem[s] it to be advisable and in the best interests of the Company and its stockholders to enter into that certain Asset Purchase Agreement (the “**Agreement**”) by and between the Company and [NAME OF BUYER], a [] corporation (“**Buyer**”), pursuant to which Buyer will acquire [certain assets] [all of the assets] [substantially all of the assets] of the Company;

Asset Purchase Agreement

RESOLVED: That the form, terms and provisions of the Agreement attached hereto as Exhibit A be, and they hereby are, ratified, confirmed and approved in all respects; and that the [TITLES OF AUTHORIZED OFFICERS] of the Company (the “**Authorized Officers**”) be, and each of them acting singly hereby is, authorized and empowered to negotiate, execute, deliver and cause the Company to perform its obligations under the Agreement, together with such changes that the Authorized Officer executing the same may deem necessary and appropriate, the taking of any such action being conclusive evidence that the same have been approved by this Board of Directors of the Company.

[RESOLVED: That the Agreement be submitted to a vote (or written consent in lieu thereof) of all the stockholders entitled to vote thereon in accordance with the certificate of incorporation and the Bylaws of the Company.]²

General Authorization

RESOLVED: That the Authorized Officers be, and each of them acting singly hereby is, authorized and empowered (i) to prepare or cause to be prepared, execute, seal and deliver or cause to be delivered, in the name and on behalf of the Company, any and all documents, agreements and instruments to effectuate the foregoing resolutions or any of the transactions

¹ See appropriate state laws for drafting consents at [LeapLaw’s 50 State Consent Drafting Chart](#). **NOTE: You must be a LeapLaw subscriber in order to access these links. We offer a 30 day trial subscription.**

² The Agreement should be submitted to a vote of the stockholders if the Agreement contemplates the sale of all or substantially all of the assets of the Company; otherwise, this resolution does not need to be adopted by the Board of Directors.

contemplated thereby, all with such changes therein as any such officer may deem necessary or desirable, and (ii) to take such action, or to cause others to take such action, in the name and on behalf of the Company, as may in the judgment of any such officer so acting be necessary or appropriate in connection with, or in furtherance of, the foregoing resolutions or any of the transactions contemplated thereby, the execution and delivery of any such document, agreement or instrument or the taking of any such action being conclusive evidence that the same have been approved by this Board of Directors of the Company.

Filing with Corporate Records

RESOLVED: That the Authorized Officers be, and each of them acting individually hereby is, authorized and directed to file with the records of this Company each of the agreements, instruments, certificates and documents referred to in the preceding resolutions; and that this written consent be filed with the records of meetings of the Board of Directors.

[The remainder of this page has been intentionally left blank.]

This Written Consent of the Board of Directors in Lieu of a Special Meeting is executed as of the date first written above.

[Name of [Sole] Director]

[Name of Director]]

[Name of Director]]

Asset Purchase Agreement