



Irrevocable Power of Attorney

(Stockholders)

Document 1553B

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Note: Because states may have particular requirements for powers of attorney, state law should be consulted to verify any such requirements before executing this power of attorney. Laws may be found at [LeapLaw's Corporate/LLC Connection](#).

IRREVOCABLE POWER OF ATTORNEY

I, [_____], of [ADDRESS], as the record holder of the securities of [NAME OF CORPORATION] described on Exhibit A attached hereto, do hereby revoke any previous proxies and irrevocably appoints [NAME OF ATTORNEY-IN-FACT] as my proxy to attend all stockholders' meetings and to vote, execute consents and otherwise represent those shares in the same manner as with the same effect as if the undersigned were personally present at any such meeting or voting such securities or personally acting on any matters submitted to shareholders for approval or consent.

The proxy holder will have the full power of substitution and revocation.

[This proxy is made pursuant to an agreement of _____, dated [DATE].

This proxy will be irrevocable until [DATE]. This proxy will be revocable, notwithstanding the period of irrevocability specified above, as required under applicable law.

THIS PROXY SHALL BE SIGNED EXACTLY AS THE STOCKHOLDER NAME APPEARS ON THE STOCK CERTIFICATE(S). JOINT STOCKHOLDERS SHALL EACH SIGN THIS PROXY AS EACH STOCKHOLDER NAME APPEARS ON THE STOCK CERTIFICATE(S). IF SIGNED BY AN ATTORNEY IN FACT, THE POWER OF ATTORNEY MUST BE ATTACHED.

IN WITNESS WHEREOF, I have hereunto set my hand to this instrument on the date first above written.

[Stockholder Name]

[STATE]) ss.:
[COUNTY])

On this [___] day of [_____], 20[___], before me personally appeared [NAME OF STOCKHOLDER] and executed the foregoing instrument and acknowledged it to be [his] [her] [its] free act and deed.

Notary Public
My Commission Expires: _____

[SEAL]

EXHIBIT A

SECURITIES

CERTIFICATE NO.	CLASS AND SERIES	NUMBER OF SHARES