Initial Action of Managers for an Operating LLC

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[Note: LLCs do not have legally mandated governing structures, as corporations do; the authority of various individuals must be set forth in the LLC's operating agreement. Accordingly, the operating agreement of any LLC must be reviewed prior to preparing an initial consent to determine who has the authority to take the specified actions, and under what circumstances.]

[NAME OF COMPANY]

INITIAL ACTION OF [MANAGER(S)/MANAGING MEMBER(S)]

The undersigned, being [the sole Manager/Managing Member] [all of the Managers/Managing Members] of [NAME OF COMPANY], a [ ] limited liability company (the "**Company**"), hereby consent[s], approve[s] and adopt[s], as of [DATE] the following resolution[s] as if duly adopted at a meeting of the managers held for this purpose:

Ratification of Authorized Person[s]

RESOLVED: That the acts of [NAME OF AUTHORIZED PERSON], the authorized person[s], in connection with the execution of all documents with respect to the formation [and foreign registration] of this Company, are ratified, approved and adopted as duly authorized acts of the Company.

Ratification of Prior Transactions

RESOLVED: That all actions heretofore taken on behalf of this Company and all instruments, documents and papers heretofore executed in the name of and on behalf of this Company be, and they hereby are, approved, adopted and ratified as duly authorized acts of the Company.

Optional: Officers

RESOLVED: That the following persons are elected to the office or offices set forth opposite their respective names to serve in accordance with [NAME OF OPERATING AGREEMENT] of the Company:

NAME	OFFICE

Banking Resolutions

RESOLVED: That the resolutions in the form submitted to the [Manager(s)/Managing Member(s)] for opening checking, deposit or similar accounts and safety

deposit boxes and for authorizing the borrowing of funds are adopted to the same extent as set forth in full in this resolution; and that resolutions for opening checking, deposit or similar accounts containing the same signing authority and restrictions as the foregoing resolutions from other banks designated from time to time by the [president] [manager[s]] are adopted to the same extent as if set forth in full in this resolution.]

[Registration to Do Business in Foreign Jurisdictions

RESOLVED: That this Company register to conduct business as a foreign company in [NAMES OF STATE[S]] and that the resolutions such state[s] requires for registration are adopted to the same extent as if set forth in full in this resolution.]

Filing with Company Records

RESOLVED: That [IDENTIFY AUTHORIZED OFFICERS OR OTHER PERSONS] (the "**Authorized Persons**") be, and each of them acting individually 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 the Company.

General Authorization

RESOLVED: That the Authorized Persons be, and each of them individually 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 any of the foregoing resolutions or any of the transactions contemplated thereby, all with such changes therein as any such person 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 persons so acting be necessary or appropriate in connection with, or in furtherance of, any 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 of such person's authority hereunder to so act.

Revocation of Inconsistent Resolutions

RESOLVED: That any and all resolutions of this Company that may be in conflict with any of the foregoing resolutions be, and they hereby are, revoked.

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

This Initial Action of [Manager(s)/Managing Member(s)] is executed as of the date first written above.

_____
[[Sole] Manager]

[_____
[Manager]]

[_____
[Manager]]