

WRITTEN RESOLUTION OF THE SHAREHOLDERS OF [COMPANY NAME]

DATED [INSERT DATE]

WHEREAS, [COMPANY NAME] (the "Company"), is a corporation organized and existing under the laws of the State of [INSERT STATE OR COUNTRY], with its principal office located at [INSERT ADDRESS];

AND WHEREAS, pursuant to the laws of the State of [INSERT STATE OR COUNTRY] and the Company's bylaws, the undersigned, constituting all of the shareholders of the Company, are entitled to take action by unanimous written consent in lieu of a meeting;

AND WHEREAS, the undersigned shareholders deem it to be in the best interests of the Company to take the action specified in this resolution.

NOW, THEREFORE, BE IT RESOLVED, that:

1. [INSERT RESOLUTIONS HERE]

For example: "The Company shall issue 100,000 new shares of \$0.01 par value each in the capital of the Company, subject to the terms of the articles of incorporation and bylaws of the Company."

2. [INSERT ADDITIONAL RESOLUTIONS AS NEEDED]

RESOLVED FURTHER THAT, each officer of the Company be, and each of them hereby is, authorized and directed to perform all such acts and to execute, acknowledge, and deliver all such documents and instruments in the name and on behalf of the Company as such officer may deem necessary or advisable in order to carry out the foregoing resolutions.

RESOLVED FURTHER THAT, any action heretofore taken by any officer of the Company in furtherance of the foregoing resolutions be, and the same hereby is, approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT, the adoption of these resolutions being necessary for the business, operations, and best interests of the Company, these resolutions are hereby declared to be necessary, desirable, and in the best interests of the Company.

WE, THE UNDERSIGNED SHAREHOLDERS, hereby acknowledge and agree to the foregoing resolutions, and hereby swear under penalties of perjury that the statements contained herein are

Shareholders Written Resolution

Charles Greenstreet Addison



Shareholders Written Resolution:

Unlocking Company Law Susan McLaughlin, 2015-03-05 *Unlocking Company Law* will help you grasp the main concepts of Company Law with ease. Containing accessible explanations in clear and precise terms that are easy to understand, it provides an excellent foundation for learning and revising. The information is clearly presented in a logical structure and the following features support learning, helping you to advance with confidence: Clear learning outcomes at the beginning of each chapter set out the skills and knowledge you will need to get to grips with the subject; Key Facts boxes throughout each chapter allow you to progressively build and consolidate your understanding; End of chapter summaries provide a useful check list for each topic; Cases and judgments are highlighted to help you find them and add them to your notes quickly; Frequent activities and self test questions are included so you can put your knowledge into practice; Sample essay questions with annotated answers prepare you for assessment; Glossary of legal terms clarifies important definitions. This edition has been updated to include key recent changes and developments in company law, both case law and statutory. Two recent Supreme Court decisions on piercing the corporate veil, *VTB Capital plc v Nutritek International Corp* and others and *Prest v Petrodel Resources Limited*. Others are examined, as is Popplewell J's detailed judgment on directors' duties in *Madoff Securities International Limited In Liquidation v Raven* and others. Important new provisions for binding votes and detailed disclosure of directors' remuneration changes to the company, charges registration and narrative reporting regimes, and new rules facilitating private company share reductions, buy backs, are outlined, as are imminent developments included in the 2014 Deregulation Bill stemming from the Government Red Tape Challenge. Commitment of the EU and UK Government to improving corporate governance of small and medium sized enterprises (SMEs) makes core company law the focus of this book more relevant than ever. The books in the *Unlocking the Law* Series get straight to the point and offer clear and concise coverage of the law, broken down into bite size sections with regular recaps to boost your confidence. They provide complete coverage of both core and popular optional law modules, presented in an innovative visual format and are supported by a website which offers students a host of additional practice opportunities.

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California. Court of Appeal (2nd Appellate District).

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Table of Contents Shareholders Written Resolution

1. Understanding the eBook Shareholders Written Resolution
 - The Rise of Digital Reading Shareholders Written Resolution
 - Advantages of eBooks Over Traditional Books
2. Identifying Shareholders Written Resolution
 - Exploring Different Genres
 - Considering Fiction vs. Non-Fiction
 - Determining Your Reading Goals
3. Choosing the Right eBook Platform
 - Popular eBook Platforms
 - Features to Look for in an Shareholders Written Resolution
 - User-Friendly Interface
4. Exploring eBook Recommendations from Shareholders Written Resolution
 - Personalized Recommendations
 - Shareholders Written Resolution User Reviews and Ratings
 - Shareholders Written Resolution and Bestseller Lists

5. Accessing Shareholders Written Resolution Free and Paid eBooks
 - Shareholders Written Resolution Public Domain eBooks
 - Shareholders Written Resolution eBook Subscription Services
 - Shareholders Written Resolution Budget-Friendly Options
6. Navigating Shareholders Written Resolution eBook Formats
 - ePub, PDF, MOBI, and More
 - Shareholders Written Resolution Compatibility with Devices
 - Shareholders Written Resolution Enhanced eBook Features
7. Enhancing Your Reading Experience
 - Adjustable Fonts and Text Sizes of Shareholders Written Resolution
 - Highlighting and Note-Taking Shareholders Written Resolution
 - Interactive Elements Shareholders Written Resolution
8. Staying Engaged with Shareholders Written Resolution
 - Joining Online Reading Communities
 - Participating in Virtual Book Clubs
 - Following Authors and Publishers Shareholders Written Resolution
9. Balancing eBooks and Physical Books Shareholders Written Resolution
 - Benefits of a Digital Library
 - Creating a Diverse Reading Collection Shareholders Written Resolution
10. Overcoming Reading Challenges
 - Dealing with Digital Eye Strain
 - Minimizing Distractions
 - Managing Screen Time
11. Cultivating a Reading Routine Shareholders Written Resolution
 - Setting Reading Goals Shareholders Written Resolution
 - Carving Out Dedicated Reading Time
12. Sourcing Reliable Information of Shareholders Written Resolution
 - Fact-Checking eBook Content of Shareholders Written Resolution
 - Distinguishing Credible Sources
13. Promoting Lifelong Learning

- Utilizing eBooks for Skill Development
 - Exploring Educational eBooks
14. Embracing eBook Trends
- Integration of Multimedia Elements
 - Interactive and Gamified eBooks

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