**MINUTES OF ORGANIZATIONAL MEETING**

 **OF THE STOCK CORPORATION KNOWN AS**

The organizational meeting of the Board of Directors of the Corporation was held on , 199 at pursuant to the call of the incorporators and waiver of notice of the time, place and purpose of the meeting signed by all of the directors of the Corporation as evidenced by their signatures at the foot of these minutes.

Present in person and acting throughout were , they being the initial Directors named in the Articles of Incorporation.

 served as Chairman of the meeting and acted as Secretary and recorded the minutes.

The Chairman presented a Certificate of Incorporation of the Corporation as issued by the State Corporation Commission of Virginia on , 199 and then read to the meeting a copy of the Articles of Incorporation as filed with said Commis­sion. Thereafter, said Certificate of Incorporation and the copy of the Articles of Incorporation were on motion duly made, seconded and unanimously approved, ordered filed in the corporate record book.

The Chairman then stated that the nominations were in order for the election of Directors of the Corporation to hold office until the first annual meeting of stockholders and until their successors shall be elected and shall qualify. The following persons were nominated to serve as Directors:

The Chairman then stated that the newly elected Directors would assume their responsibilities immediately and that this meeting would be considered as the first meeting of directors to organize the corporation and to transact such business as should properly come before the meeting.

The Chairman read to the meeting a set of proposed Bylaws prepared by counsel for the corporation, after which upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the proposed Bylaws read by the Chairman to this meeting be, and they hereby are, adopted and approved as the Bylaws of this Corporation, and the original thereof shall be filed in the corporate minute book.

The Chairman then announced that it would be in order to elect officers for the Corporation and, on motion duly made, seconded and unanimously carried, the following were elected to the offices indicated to serve, unless sooner removed, until the next regular annual meeting of the Board of Directors and/or until their successors are duly elected and qualified:

President:

Vice President:

Secretary:

Treasurer:

The Chairman submitted to the meeting a seal proposed for use as the corporate seal and, on motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the seal now presented at this meeting, an impression of which is directed to be made in the minutes of this meeting, be and the same hereby is adopted as the seal of the Corporation.

The Chairman then presented to the meeting a form of certificate representing the common stock of the Corporation and, on motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the form of certificate representing the common stock of this Corporation presented to this meeting be, and it hereby is, adopted as the form of certificate of stock to be issued to represent shares in the corporation, and the Secretary is directed to file the sample thereof with the minutes of this meeting; and it is further

RESOLVED that the corporate record book, including the stock transfer ledger, be and hereby is adopted as the record book and stock transfer ledger of the corporation.

The Chairman then presented to the meeting subscription letters evidencing an offer from and for shares each of stock of the Corporation and for each of said persons to transfer $ cash to the Corporation for said stock. Thereafter, on motion duly made and seconded the following resolutions were adopted:

RESOLVED, that said subscriptions from and to each acquire shares of the common stock of this Corporation in exchange for $ cash from each of said individuals be, and it hereby is, accepted, and a copy of each of the subscription letters is hereby directed to be filed with these minutes.

RESOLVED, that as and when the aforementioned stock subscription is paid by the transfer of such cash, the proper officers of this Corporation shall issue an appropriate stock certificate therefor.

The Chairman then suggested that the meeting consider the advisability of electing, under the provisions of Section 1362 of the Internal Revenue Code, to be treated as a small business or Subchapter S Corporation. The Chairman presented to the meeting the written consent of all stockholders to such election, a copy of which was directed to be attached to the minutes of this meeting. After discussion, on motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the proper officers of the Corporation are hereby authorized to take any and all actions necessary to comply with the requirements of the Internal Revenue Service for making an election pursuant to Subchapter S of the Internal Revenue Code, Section 1362.

The Board of Directors, upon discussion, determined that in order to attract investment in the corporation the corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244(c)(1), as amended, and so that the shares issued by the corporation are "Section 1244 Stock" as defined in IRC Sec 1244(c)(1), as amended. Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

RESOLVED, that the proper officers of the Corporation are authorized to sell and issue common shares in an aggregate amount of money and other property which together with the aggregate amount of common shares outstanding at the time of issuance, does not exceed $1,000,000; and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the Corporation and its shareholders may obtain the benefits of IRC Sec. 1244; and further

RESOLVED, that the proper officers of the corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the Corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.

The Chairman stated that it would be necessary to designate a depository for the Corporation's funds and to authorize certain of its officers to sign checks for the Corporation as and when such becomes necessary in the ordinary course of business. Thereafter, on motion duly made and seconded the President and the Treasurer were authorized to designate such bank as is in their discretion in the best interests of the Corporation as the depository for the funds of the Corporation and to authorize either the President or the Treasurer to sign checks for the Corporation was unanimously adopted. The Treasurer was further authorized to pay all charges and expenses incident to or arising out of the organization of the corporation and to reimburse any person who has made any disbursement thereto.

The Chairman reported that the Corporation's accountant had recommended that the Corporation adopt a fiscal year commencing on the first day of of each year and ending on the day of . Thereafter, on motion duly made and seconded, a resolution to this effect was unanimously adopted.

RESOLVED, that the principal office of the corporation be established and maintained at and at such other places within this state, country or abroad as the Board of Directors shall deem to be in the best interests of the corporation; and that meetings of the Board of Directors from time to time may be held either at the principal office or at such other place as the Board of Directors shall from time to time order; and it was

FURTHER RESOLVED, that for the purpose of authorizing the corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for this corporation to transact business, the proper officers of this corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the corporation to transact business therein; and it was

FURTHER RESOLVED, that the corporation proceed to carry on the business for which it was incorporated.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

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Chairman & Director

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 Secretary & Director

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Director