

# First Meeting of the Sole Director

for

\_\_\_\_\_

The first meeting of the sole director named in the Articles of Incorporation or the initial resolutions of the incorporator for the above named corporation was held on the \_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_, at the time of \_\_\_\_\_, and at the following location:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Present was:

\_\_\_\_\_  
Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
Name

\_\_\_\_\_  
Address

\_\_\_\_\_ was requested to be the temporary Chairman of the meeting.

\_\_\_\_\_ was requested to be the temporary Secretary of the meeting.

1. The Meeting was called to order. It was determined that a quorum was present either in person or by proxy, and the meeting could conduct business.

**The following director was present:**

Name	Person/Proxy
_____	_____

2. The Secretary determined and reported that notice of the Meeting had been properly given or waived by the director pursuant to the Bylaws of the corporation.
3. A motion was made and carried that the Secretary was ordered to attach the documentation (if any) or the appropriate affidavit of mailing of notice or waiver of notice to the meeting minutes. If no notice is attached, the director agreed that proper notice of the meeting had been given.

4. There was presented to the meeting:

- a) A copy of the Articles of Incorporation;
- b) A copy of the adopted Bylaws of the corporation;
- c) Resolutions of the incorporator;
- d) Bill of sale of issued shares of stock;
- e) Stock certificates (if elected to produce); and
- f) The corporate record book.

5 The director ratified and approved all documents presented. Upon motion duly made,  
seconded, and unanimously carried, it was resolved that the  
persons listed on the Articles of Incorporation as officers would act as the initial officers  
6 of the corporation until another director meeting was held. If no officers were listed on  
the Articles of Incorporation or Certificate of Incorporation, then the following persons  
were appointed as officers:

_____	President
_____	Vice-President
_____	Treasurer
_____	Secretary

7. Upon motion duly made, seconded, and unanimously carried, it was resolved that the hourly wages or salaries of the following officers were fixed at the following rates:

\$ _____	President
\$ _____	Vice-President
\$ _____	Treasurer
\$ _____	Secretary

8. Upon motion duly made, seconded, and unanimously carried, it was resolved that the officers of this corporation are authorized and directed to pay all fees and expenses needed to the incorporator for the formation and organization of this Corporation.

9. Upon motion duly made, seconded, and unanimously carried, it was resolved that the officers of this corporation are authorized and directed to open a bank account at:  
\_\_\_\_\_, at the \_\_\_\_\_ branch, and to deposit all funds of the corporation into this account, including the proceeds from issuing shares to shareholders.

10. The following persons or entities were issued common shares. The name(s) of each shareholder, the money or property given to the corporation in exchange for shares, and number of share(s) for each shareholder are set forth:

Shareholder Name	Money/Property	Shares
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

11. Upon motion duly made, seconded, and unanimously carried, it was resolved that the joint and individual acts of the incorporator(s), listed on the Articles of Incorporation or Certificate of Incorporation, are approved, ratified, and adopted as acts of the corporation.

12. The following other business was transacted:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

There was no further business, and upon motion made, seconded, and unanimously carried, it was **RESOLVED**, that all the items and documents have been examined by the sole

director, and are approved and adopted, and that all the actions taken thus far have been ratified and approved by the sole director of the corporation.

There being no further business, upon motion made, seconded, and unanimously carried, the meeting was adjourned.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary Signature

\_\_\_\_\_  
Printed Name

Witness:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name