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## **ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING**

### **THE BOARD OF DIRECTORS OF \_\_\_\_\_**

The undersigned, being all of the directors of \_\_\_\_\_, a Alabama corporation, (the "Corporation"), acting by written consent without a meeting pursuant to AL Code § 10A-3-2.14, do hereby consent to the adoption of the following resolution and direct that this Unanimous Written Consent ("Consent") be filed with the minutes of the proceedings of the Board of Directors (the "Board of Directors") of the Corporation:

WHEREAS, the Board of Directors wish to provide their unanimous written consent for the Corporation on the following corporate matter (the "Matter"):

the election of the following new Director: \_\_\_\_\_;

WHEREAS, each individual Director has had the opportunity to fully research, analyze, and discuss the Matter as necessary to fulfill the Directors' fiduciary obligations;

NOW THEREFORE, it is hereby:

**RESOLVED**, that the Board of Directors, and each of them individually, unanimously consent to the election of the Director named above.

IN WITNESS WHEREOF, the undersigned directors have duly executed this Consent to be effective as of \_\_\_\_\_.

Date: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_, Director

Date: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_, Director