**“Name of Business”**

**CONSENT ACTION OF THE BOARD OF GOVERNORS   
AND THE INITIAL MEMBER   
REGARDING MINNESOTA ANGEL TAX CREDIT PROGRAM**

“Name of Business” (the “**Company**”) is a limited liability company organized under the Minnesota Limited Liability Company Act, Minnesota Code Chapter 322B (the “**Act**”).

The initial member, “Name 1” (the “**Initial Member**”) and the organizer (the “**Organize**r”) of the Company, has appointed “Name 2”, “Name 3”, and “Name 4” as the initial governors (collectively, the “**Governors**”) to serve on the Company’s Board of Governors.

The Governors and the Initial Member have determined that it is in the best interests of the Company to apply for the business certification and take other actions in connection with the Angel Tax Credit Program of the Minnesota Department of Employment and Economic Development (the “**Angel Tax Credit Program**”).

The Governors and the Initial Member are adopting these resolutions in order to facilitate the Company’s application and certification process under the Angel Tax Credit Program.

The Governors hereby resolve as follows:

1. Authority of “Name 5”. That “Name 5” (the “**Authorized Representative**”) is hereby authorized to act on behalf of and bind the Company with respect to the Company’s application and certification in connection with the Angel Tax Credit Program. The Authorized Representative is specifically authorized to apply for the business certification and to execute certification applications, credit allocation applications, annual reports and other Angel Tax Credit Program documents for and on behalf of the Company.

2. General Authority. That the Authorized Representative is hereby authorized, empowered and directed to execute and deliver on behalf of the Company all such documents, certificates or instruments, to take on behalf of the Company all such further actions, and to pay all such expenses as he deems necessary or desirable to carry out the foregoing resolution, the execution and delivery of any such documents, certificates or instruments, the taking of any such actions, and the payment of any such expenses to be conclusive evidence of that determination.

3. Ratification of Prior Actions. That any and all actions previously or subsequently taken by the Initial Member, the Organizer, the Governors, the Managers or any other agent of the Company, in any capacity, to carry out the foregoing resolutions are hereby ratified.

This consent is being signed by the Governors and Initial Member, effective for all purposes as of “Date”.

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“Name 1”, Initial Member Date “Name 2”, Governor Date

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“Name 2”, Governor Date “Name 3”, Governor Date

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“Name 4”, Governor Date