

XYZ CORPORATION

RESOLUTION OF THE BOARD OF DIRECTORS

DATE

WHEREAS the Board declares a cash dividend of \$ _____ per share of the Corporation's common stock,

RESOLVED: That the sum of _____ is hereby set aside to be distributed to the common stockholders of the Corporation by a declaration of a dividend in the sum of \$ _____ per share for each and every share of common stock.

RESOLVED: That a special cash Dividend is hereby declared in the amount of \$0.35 per share of common stock.

RESOLVED: That the close of business on _____, is hereby fixed as the Record Date for the determination of stockholders entitled to receive payment of such Dividend.

RESOLVED: That _____ is hereby fixed as the Dividend payment date.

RESOLVED: That any executive officer of the Corporation, and each of them acting singly, is hereby authorized, empowered and directed to take any further action, including the execution of such additional documents, as such person may deem necessary, appropriate or desirable to carry out the intent of the above resolution.

Signed: