[NAME OF CORPORATION]

RESOLUTION OF THE SHAREHOLDERS

WHEREAS, the undersigned, representing at least two thirds of the outstanding shares of [NAME OF CORPORATION] (the “Corporation”) consent to have the Corporation recognized as a benefit corporation pursuant to Article 17 of the New York Business Corporations Law;

BE IT NOW RESOLVED that the shareholders of the Company approve the following actions:

1. The certificate of incorporation shall be amended to state that,
   1. “the Corporation is a Benefit Corporation as defined in Article Seventeen of the Business Corporation Law. The corporation will create a general public benefit by having a material, positive impact on society and the environment, as measured by a third-party standard. In furtherance of the foregoing, the corporation may conduct any and all other lawful activities or business permitted under the laws of the State of New York.”
   2. [If any other provisions are to be added, insert them here.]

BE IT FURTHER RESOLVED that the officers and directors of the corporation are hereby authorized and instructed to do all things necessary to effectuate the foregoing, including the preparation and filing of all documents required by the State of New York or any other state, and the payment of all necessary fees and costs associated with the foregoing.

This resolution adopted \_\_\_\_\_\_\_\_\_\_\_\_\_\_.

Shareholder Shareholder

Shareholder Shareholder

Shareholder Shareholder

Shareholder Shareholder