

**Orrick's Technology Companies Group**

**Start-Up Forms Library**

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**Rev 12/19**

 [Company Name]

ACTION BY WRITTEN CONSENT

OF THE STOCKHOLDERS

Pursuant to Section 228 of the Delaware General Corporation Law and the Bylaws of [Company Name], a Delaware corporation (the “Company”), the undersigned stockholders of the Company hereby take the following actions and adopt the following resolution by written consent. This written consent will be filed in the minute book of the Company:

1. **Adoption of [Stock Plan Name]**

**RESOLVED:** That the [Stock Plan Name], in substantially the form attached hereto as Exhibit A,is hereby adopted and approved and [\_\_\_\_\_\_\_\_\_\_] shares of the Company’s Common Stock are hereby reserved for issuance thereunder.

*[Signature Page Follows]*

In accordance with the Company’s Bylaws, this Action by Written Consent may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which, when so executed, shall be deemed an original and all of which taken together shall constitute one and the same action.

Dated: [Stockholder Name]

(Signature)

EXHIBIT A

[Stock Plan Name]