

# Corporate Resolution

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## CORPORATE RESOLUTION

### 1. TITLE

1.1 This Corporate Resolution (the "Resolution") of [CORPORATION NAME], a corporation organized under the laws of the State of [STATE] (the "Corporation"), is adopted by the Board of Directors on [DATE].

### 2. RECITALS

2.1 WHEREAS, the Board of Directors of the Corporation (the "Board") has convened a meeting at [MEETING LOCATION OR ADDRESS] on [DATE] at [TIME], pursuant to notice given in accordance with the Bylaws of the Corporation; and

2.2 WHEREAS, a quorum of the Board was present and acting throughout the meeting; and

2.3 WHEREAS, the Board has determined that it is desirable and in the best interests of the Corporation to authorize certain actions and to delegate certain powers as set forth below.

### 3. VOTING AND ADOPTION

3.1 The following Resolution was proposed and upon motion duly made and seconded, the Resolution was adopted by the affirmative vote of the directors present, representing a quorum.

### 4. RESOLUTIONS

RESOLVED, that the recitals set forth above are incorporated herein as findings of the Board and are adopted as part of this Resolution.

RESOLVED FURTHER, that [OFFICER NAME], [OFFICER TITLE], and any other officer or agent of the Corporation designated in writing by [OFFICER TITLE] (each, an "Authorized Person"), be, and each of them hereby is, authorized and empowered on behalf of the Corporation to do any and all acts and things and to execute, acknowledge and deliver any and all documents, instruments, certificates or agreements, which such Authorized Person deems necessary, convenient or desirable to effectuate the purposes of these resolutions, including without limitation the following specific powers:

(a) Banking and Financial Accounts

(i) To open, maintain and close bank accounts in the name of the Corporation at [BANK NAME] and such other financial institutions as Authorized Persons shall select, and to execute and deliver any signature cards, account agreements, electronic banking agreements, loans, notes, security agreements, and collateral documents in connection therewith; and

(ii) To deposit, transfer, endorse and withdraw funds on behalf of the Corporation and to execute checks, drafts, electronic fund transfers and other instruments or orders for payment on such accounts; and

(b) Contracts and Agreements

(i) To negotiate, execute, deliver and perform contracts, agreements, amendments and other instruments in the name of and on behalf of the Corporation, for and on behalf of the Corporation, in such form and with such terms and conditions as the Authorized Person executing same shall approve; and

(c) Real and Personal Property

(i) To purchase, lease, encumber, sell, convey, assign, or otherwise dispose of real or personal property on behalf of the Corporation, subject to any required approvals under the Corporation's Articles of

Incorporation and Bylaws; and

(d) Legal Proceedings and Professional Services

(i) To retain and terminate attorneys, accountants, consultants and other professionals, and to pay their fees and expenses; and

(ii) To commence, defend or settle litigation or claims in the name of the Corporation and to execute releases, stipulations and similar documents; and

(e) Capital and Securities

(i) To authorize the issuance, sale or transfer of shares or other securities of the Corporation, to execute subscription agreements, purchase agreements and other instruments relating thereto, and to take all actions required to effectuate such issuance subject to the Articles of Incorporation and applicable law; and

(f) Corporate Records and Filings

(i) To prepare, execute and file with any governmental authority any document, report or certificate required by law, including amendments to the Articles of Incorporation or Bylaws, annual reports and tax filings; and

(g) Other Acts

(i) To perform any and all additional acts and duties necessary or appropriate to carry out the foregoing authorities and the business of the Corporation.

RESOLVED FURTHER, that any agreements, documents or instruments executed by an Authorized Person pursuant to these Resolutions shall be conclusive evidence of the authority of the person executing same to act on behalf of the Corporation, as long as such documents appear regular on their face and are not known by third parties to be defective.

## **5. RATIFICATION**

5.1 All acts taken prior to the date of this Resolution by any director, officer, employee or agent of the Corporation that would have been authorized by these Resolutions if taken after adoption are hereby ratified, confirmed and approved in all respects.

## **6. CERTIFICATION**

6.1 The undersigned, being the duly elected and acting Secretary of the Corporation, hereby certifies that the foregoing is a true and correct copy of resolutions duly adopted by the Board on [DATE], and that such resolutions remain in full force and effect as of the date hereof and have not been amended, modified, or rescinded.

## **7. EFFECTIVE DATE**

7.1 This Resolution shall be effective immediately upon its adoption by the Board, unless a different effective date is specified herein: [EFFECTIVE DATE IF DIFFERENT OR "IMMEDIATE"].

## **8. LIMITATIONS**

8.1 Nothing contained in this Resolution shall be construed as authorizing any action that would be inconsistent with the Corporation's Articles of Incorporation, Bylaws, any shareholder agreement, or applicable law.

## **9. INDEMNIFICATION**

9.1 To the fullest extent permitted by law and the Corporation's governing documents, the Corporation shall indemnify and hold harmless any Authorized Person for actions taken in good faith within the scope

of authority granted by this Resolution.

## 10. GOVERNING LAW

10.1 This Resolution shall be governed by and construed in accordance with the laws of the State of [STATE], without regard to its choice of law principles.

## 11. RECORD OF PROCEEDINGS

11.1 A copy of this Resolution shall be inserted in the minute book of the Corporation and shall be made available to any person entitled to inspect the Corporation's records under applicable law.

## 12. AMENDMENT AND REVOCATION

12.1 This Resolution may be amended or revoked by a subsequent resolution adopted by the Board in accordance with the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Resolution as of the date first written above.

[CORPORATION NAME]

By: \_\_\_\_\_

Name: [NAME OF CHAIR OR PRESIDENT]

Title: [TITLE]

Date: [DATE]

Attest:

By: \_\_\_\_\_

Name: [NAME OF SECRETARY]

Title: Secretary

Date: [DATE]

## CERTIFICATE OF SECRETARY

I, [NAME OF SECRETARY], Secretary of [CORPORATION NAME], do hereby certify that the foregoing Resolution was duly adopted by the Board of Directors of the Corporation at a meeting duly called and held on [DATE], at which meeting a quorum was present and acting throughout, and that the Resolution is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal (if any) this [DATE].

\_\_\_\_\_  
[NAME OF SECRETARY], Secretary

[CORPORATION NAME]

[ADDRESS]

[CITY], [STATE] [ZIP]

[CORPORATE SEAL]

## NOTES FOR USE:

- Replace all bracketed placeholders (e.g., [CORPORATION NAME], [DATE], [OFFICER NAME], [STATE]) with the corporation's specific information.
- Ensure compliance with the Corporation's Articles of Incorporation, Bylaws, and any shareholder agreements before adopting.
- Where necessary, obtain legal or tax advice prior to executing transactions authorized by this Resolution.

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