

ACTION BY UNANIMOUS WRITTEN CONSENT OF

THE MEMBERS OF

XYZ Company, LLC

a New Jersey limited liability company

The undersigned, constituting all of the members of XYZ Company, LLC ("*Company*") a New Jersey limited liability company do hereby consent in writing to the following actions of the Company in lieu of a meeting.

RESOLVED, that the Company be dissolved and its business affairs wound up in accordance with the provisions of the New Jersey Limited Liability Company Act effective as of the date set forth in the Company's Certificate of Cancellation.

RESOLVED, that the members of this Company are authorized and directed to take such actions and to make, execute, deliver and file on behalf of this Company, any and all documents as may be necessary or desirable to wind up and dissolve the Company; and it is hereby further

RESOLVED, that this Unanimous Written Consent may be executed in several counterparts, each of which shall constitute an original but all of which taken together shall constitute one and the same instrument.

Approved as of April 28, 2014.

MEMBERS:

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

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