

APPENDIX "G"
**EXAMPLE OF DIRECTORS' RESOLUTION ADOPTING FORM OF
SHARE CERTIFICATES AND ISSUING SHARES**

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
XYZ COMPANY INC.**

Share Certificates

BE IT RESOLVED THAT the forms of share certificates for the common shares in the capital of the Corporation, a specimen of which is annexed hereto be and the same is hereby approved and adopted.

Allotment and Issue of Shares

BE IT RESOLVED THAT ONE HUNDRED (100) COMMON SHARES in the capital of the Corporation be and they are hereby allotted and issued to the subscribers pursuant to their subscriptions for the amounts indicated and the Corporation having received such amounts in respect of each such share the shares are hereby declared to be issued as fully paid and non-assessable as follows:

<i>SUBSCRIBER</i>	<i>NUMBER AND CLASS OF SHARES</i>	<i>SUBSCRIPTION PRICE</i>
Shareholder A	50 Common	\$50.00
Shareholder B	50 Common	\$50.00

THE UNDERSIGNED, being all the directors of the Corporation hereby sign the foregoing resolutions pursuant to the provisions of the ***Business Corporations Act***.

DATED _____.

JOHN SMITH

JANE JONES