

# **SAMPLE ORGANIZATIONAL MINUTES**

## **California Professional Corporation**

**Modify to suit your needs.**

**NOTE: In the Organizational Minutes, the By-Laws, and the Annual Minutes, all provisions regarding shareholders, officers, and directors provide the each shareholder, each officer, and each director, notwithstanding statutory provisions which allow differently (See Introduction), must be licensed to practice the subject profession in California.**

*Instructions*

Minutes for Organizational Meeting

**MINUTES OF JOINT ORGANIZATIONAL ACTIONS TAKEN  
BY THE UNANIMOUS WRITTEN CONSENT OF THE  
INCORPORATORS, SHAREHOLDERS AND BOARD OF DIRECTORS  
OF**

*Name of Corporation*

**IN LIEU OF THE ORGANIZATIONAL MEETING THEREOF**

*Name of Corporation*

These Consent Minutes describe certain joint organizational actions taken by the Incorporators, Shareholders and the Board of Directors of \_\_\_\_\_, a California Professional Corporation, in lieu of an organizational meeting thereof and pursuant to the California General Corporation Law (Corporations Code, Title 1, Division 1), which provides that any action required or permitted to be taken at an organizational, Shareholders' or Board of Directors' meeting of a California business corporation may be taken without a meeting if the action is taken by all the Shareholders entitled to vote on the action, by all Incorporators and all members of the Board and is evidenced by one or more written consents describing the action taken which are signed by all of the Shareholders entitled to vote on the action, by each Incorporator and each Director and delivered to the corporation for inclusion in the minutes or filing with the corporate records, with such consent to have the effect of a unanimous meeting vote. Such consent herein and hereto is evidenced by the signatures of the Incorporators, Shareholders and Directors of the corporation affixed hereto.

The Incorporators, Shareholders and Directors acknowledge that it is necessary or desirable to take various organizational actions in connection with the incorporation of corporation in accordance with The California Corporations Code. Therefore, the undersigned Incorporators, Shareholders and Directors, being all of the Shareholders entitled to vote on these matters, all the Incorporators and all of the members of the Board of Directors of the corporation, do hereby waive (i) notice of the time, place and purpose of, (ii) call of, and (iii) the necessity of organizational, Shareholders' and Board of Directors' meetings thereof and unanimously and severally and collectively adopt, by consent and without the necessity and formality of convening, and in lieu of such meeting thereof, the following Acts and Resolutions as being the joint organizational actions of the Incorporators, Shareholders and Board of Directors, as if in a meeting duly assembled:

**Election of Directors:**

RESOLVED, that each of the following persons are hereby elected to serve as a member of the Board of Directors of the Corporation, and to hold said position until the next annual meeting of the Board of Directors

or until the earlier of their resignation or removal, or until their respective successors shall be duly elected and qualified:

*Name and Address of Directors. If there is only one shareholder, you only need one director. If there are two shareholders, you only need two directors. Each Director must be licensed to practice in the State of California.*

Name	Address
_____	_____
	_____
	_____
_____	_____
	_____
	_____
_____	_____
	_____
	_____

**Approval of Actions by Incorporator:**

RESOLVED, that the actions of the Incorporator of the Corporation, which have been presented to and reviewed by each director of the Corporation, whereby the Incorporator filed the Articles of Incorporation with the California Secretary of State and thereby incorporated the Corporation, be and they are hereby accepted, ratified and approved.

**Resignation of Incorporator:**

*If the incorporator is not a director or shareholder, resignation is usually made.*

RESOLVED, that the resignation of \_\_\_\_\_, as incorporator of \_\_\_\_\_ is hereby accepted and the Secretary is directed to make the original part of the official minutes of the Corporation.

**Approval of Articles of Incorporation:**

*Provide date articles filed*

RESOLVED, that the Articles of Incorporation of the Corporation, which have been presented to and reviewed by each director of the Corporation, are hereby approved, duplicate originals of such Articles of Incorporation having been filed on \_\_\_\_\_, with the California Secretary of State and a copy of the Articles of Incorporation are hereby directed to be inserted in the minute book of the Corporation.

**Approval of By-Laws:**

RESOLVED, that the by-laws of the Corporation for the regulation of the business and affairs of the Corporation, which have been presented to and reviewed by each director of the Corporation, are hereby adopted and approved as the by-laws of the Corporation, and a copy of such by-laws is hereby directed to be inserted in the minute book of the Corporation and is incorporated by reference herein.

**Election of Officers:**

*Name Officers elected.  
One person can hold more than one office. Must have a President, secretary and Treasurer. If there is one shareholder, the sole shareholder shall be the President and Treasurer. If there are two shareholders, then they must collectively fill all offices. Each officer must be licensed to practice in the State of California.*

RESOLVED, that each of the following persons are hereby elected to serve as an officer of the Corporation, to hold the office or offices set forth opposite their respective names until the first annual meeting of the Board of Directors, until their earlier resignation or removal, or until their successors are duly elected and qualified:

<u>Office</u>	<u>Name</u>
President	_____
Vice President	_____
Secretary	_____
Treasurer	_____

**Payment of Incorporation Expenses:**

RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to pay all fees and expenses incident to and necessary for the incorporation and organization of the Corporation and that the officers of the Corporation are hereby authorized and directed to take and perform any and all other actions and to sign any and all documents necessary or incidental to the completion of the organization of the Corporation.

*Optional*

**Adoption of Corporate Seal:**

RESOLVED, that the seal containing the name of the Corporation, an impression of which is affixed in the margin of this consent, is hereby adopted as the corporate seal of the Corporation.

**Adoption of Fiscal Year:**

RESOLVED, that the fiscal year of the Corporation shall begin on January 1st and end on December 31st of each year.

**Adoption of Form of Common Stock Certificate:**

RESOLVED, that the form of stock certificate to evidence shares of common stock of the Corporation, which has been presented to and reviewed by each director of the Corporation, is hereby adopted as the form of stock certificate for the shares of common stock of the Corporation, a specimen thereof being attached hereto and incorporated by reference herein.

**Establishment of Par Value of Stock:**

RESOLVED, that the par value per share of the common stock of the Corporation be, and the same is, hereby established at One and 00/100 Dollar (\$1.00).

**Issuance of Common Stock:**

RESOLVED, that in consideration of the payment, in cash, to or on behalf of, the Corporation of the amount of money specified below opposite her name, the sufficiency of which is hereby expressly acknowledged, the President and Secretary of the Corporation are hereby authorized and directed, upon receipt by, or by others on behalf of, the Corporation of such amount of money from the person specified below, to issue to such person a certificate or certificates representing the ownership by them of the number of shares of fully paid and non-assessable shares of One and 00/100 Dollar (\$1.00) par value per share common stock of the Corporation as is also set forth below opposite his name:

<u>Name</u>	<u>Shares</u>	<u>Consideration</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Election of "S Corporation" Status:**

*Par Value can be zero or a dollar amount.*

*Name Shareholders, number of shares owned and consideration paid. Pay at least par value of 1.00. All shares authorized in the Articles need not be issued at this time. Each shareholder must be licensed to practice in State of California.*

WHEREAS, the directors and stockholders of the Corporation have been advised of the advantages to the stockholders of the Corporation if the Corporation elects to be taxed as an "S Corporation" pursuant to Sections 1361 through 1379 of the Internal Revenue Code of 1986, as amended;

THEREFORE, BE IT RESOLVED, that the Corporation does hereby elect to be taxed as an "S Corporation" pursuant to Sections 1361 through 1379 of the Internal Revenue Code of 1986, as amended, for the current and succeeding tax years of the Corporation;

BE IT RESOLVED FURTHER, that such election be made and filed by the Corporation, together with the consents of its stockholders, within the time period specified and permitted by statute, and the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, to execute and file such election with the Internal Revenue Service and to take such other actions as may be necessary to effect such election for the current fiscal year of the Corporation.

*Name of Corporation*

**Election to Classify Stock as "§ 1244 Stock":**

WHEREAS, \_\_\_\_\_ is a "small business corporation" as defined in the Internal Revenue Code and the regulations issued thereunder; and

*Name of Corporation*

WHEREAS, the Directors desire to qualify the Corporation's stock as Section 1244 stock;

IT IS, THEREFORE, RESOLVED, that \_\_\_\_\_ hereby adopts a plan to have its stock classified as Section 1244 stock and offered for sale as such;

RESOLVED FURTHER, that the maximum amount to be received by this Corporation in consideration for its stock to be issued pursuant to this plan shall not exceed One Million and no/100 Dollars (\$1,000,000.00).

RESOLVED FURTHER, that the stock issued pursuant to this plan shall be issued only for money and other property, but excluding other stock or securities; and

RESOLVED FURTHER, that the officers of this Corporation shall take such action as is necessary to carry this plan into effect and especially to keep such records as are required by the Internal Revenue Service.

*Name corporate bank*

**Authorization for Opening Bank Account:**

*Name one or more persons to sign checks. If two signatures are required on all checks change "or" to "and".*

RESOLVED, that \_\_\_\_\_, \_\_\_\_\_, California, shall be the depository in which the funds of the Corporation shall be deposited.

BE IT RESOLVED FURTHER, that the appropriate officers of the Corporation shall be, and hereby are, authorized to open a bank account or accounts at said bank in the name of, and on behalf of, the Corporation, for the deposit of funds belonging to the Corporation.

BE IT RESOLVED FURTHER, that all checks drawn on such bank account or accounts shall be signed by \_\_\_\_\_ or \_\_\_\_\_.

BE IT RESOLVED FURTHER, that the Board of Directors hereby adopts the form resolution of said bank (as completed) which appears in the form which is attached hereto and incorporated by reference herein, and the appropriate officers of the Corporation are hereby authorized to certify such form resolution of said bank as having been adopted by this Corporation and to furnish copies of this resolution to the said bank upon its request.

**Borrowing:**

RESOLVED, that only the duly elected officers of the Corporation, acting either singularly or jointly as directed from time to time by resolution of the directors, be authorized to borrow money for, on behalf of, and in the name of the Corporation, but only pursuant to specific authorization by resolution of the Board of Directors as may from time to time be adopted.

**Business Operations:**

RESOLVED, that the President of the Corporation is hereby authorized and directed to hire and employ such supervisors, mechanics laborers, helpers, office personnel and other workers as she deems necessary for the effective operation of the Corporation's business; and

RESOLVED FURTHER, that the President of the Corporation is hereby authorized to pay all employees and workers of the Corporation such salary, wage and other compensation as she shall deem appropriate from time to time; and

RESOLVED FURTHER, that the President of the Corporation shall have full power and authority to conduct all aspects of day-to-day operations of the Corporation's business as she deems justified and appropriate.

**Filing of Consent:**

RESOLVED, that the Secretary of the Corporation is hereby directed to make the original of this consent part of the official minutes of the Corporation to be filed in the minute book of the Corporation.

*Name of Corporation*

THE UNDERSIGNED INCORPORATORS, SHAREHOLDERS AND DIRECTORS, BEING ALL THE SHAREHOLDERS ENTITLED TO VOTE ON THE MATTERS DESCRIBED ABOVE, ALL INCORPORATORS AND THE ENTIRE MEMBERSHIP OF THE BOARD OF DIRECTORS OF \_\_\_\_\_ DO HEREBY EXPRESSLY CONSENT TO THE FOREGOING RESOLUTIONS AS BEING THE JOINT ORGANIZATIONAL ACTIONS OF THE INCORPORATORS, SHAREHOLDERS AND DIRECTORS OF SUCH CORPORATION, IN ACCORDANCE WITH CALIFORNIA GENERAL CORPORTION LAW (CORPORATIONS CODE, TITLE 1, DIVISION 1), AS AMENDED, AND IN LIEU OF AN ORGANIZATIONAL MEETING THEREOF, TO BE EFFECTIVE AS OF \_\_\_\_\_.

*Date of meeting*

*Name and Signature of  
Incorporator,  
Directors and  
shareholders. Add  
blanks if necessary*

\_\_\_\_\_  
\_\_\_\_\_, Incorporator

\_\_\_\_\_  
\_\_\_\_\_  
Shareholder and Director

*Signature of Secretary  
of Corporation*

\_\_\_\_\_  
\_\_\_\_\_  
Shareholder and Director

ATTEST:

\_\_\_\_\_  
\_\_\_\_\_, Secretary



*Instructions*

**RESIGNATION OF INCORPORATOR**

*Name of  
Incorporator*

I, the undersigned \_\_\_\_\_, do hereby resign as incorporator of

*Name of  
Corporation*

\_\_\_\_\_, a California corporation, effective

*Effective date of  
resignation, such as  
date of meeting.*

\_\_\_\_\_.

*Signature of  
incorporator*

\_\_\_\_\_  
Incorporator