**BOARD RESOLUTION APPROVING DISSOLUTION OF SUBSIDIARY**

**DULY PASSED ON [DATE]**

**DISSOLUTION OF [COMPANY NAME]**

WHEREAS [YOUR COMPANY NAME] ( the “Company”), is the registered holder of all of the issued and outstanding shares of all classes of [COMPANY], a company registered using the laws of ([COUNTRY/STATE]) (the “Subsidiary”);

WHEREAS the Subsidiary desires to proceed with its dissolution and as part thereof distribute its assets to the Company.

RESOLVED:

1. THAT any officer or director of the Company be and he or she is hereby authorised for and on behalf of the Company to sign such documents and do such acts and things as may be essential to authorise the Subsidiary to proceed with its dissolution;
2. THAT as part of the said dissolution, the Company accepts a transfer of all the assets and property of the Subsidiary, including without limitation that certain immovable property situated at [ADDRESS], [CITY/STATE/PROVINCE] (the “Immoveable”), on the terms and subject to the conditions set forth in that certain general conveyance of assets agreement (the “General Conveyance of Assets Agreement”) Appendix “A”, and in that certain deed of sale transferring title to the Immovable to the Company (the “Deed of Sale”) Appendix “B”, copies of each of which are appended hereto and which the undersigned directors of the Company acknowledge having reviewed;
3. THAT any officer or director of the Company be and he or she is hereby authorised for and on behalf of the Company to execute a general conveyance of assets agreement substantially in the form of the General Conveyance of Assets Agreement, and to execute a deed of sale substantially in the form of the Deed of Sale, each with such amendments thereto as he or she may consider essential or appropriate, and to sign such other documents and do such other acts and things as he or she may consider essential or appropriate to give effect to the present resolution and to the transactions intended hereby.

RESOLVED FURTHER that the officers of [YOUR COMPANY NAME] are, and each acting alone is, hereby authorised and directed to take such further action as may be essential, appropriate or advisable to implement this resolution and amendment and any such prior actions are hereby ratified; and

We, the undersigned, hereby certify that [YOUR COMPANY NAME] is comprised [NUMBER] members, of whom [NUMBER], constituting *a quo*rum, were present at a meeting duly and regularly called, noticed, convened and held this [DAY] day of [MONTH, YEAR], and that the foregoing Resolution was duly adopted at said meeting by the affirmative vote of [NUMBER] members, and opposed by [NUMBER] members, and that said Resolution has been duly recorded in the Minute Book and is in full force and effect.

OR

The following resolution signed by all the directors of the Company under the provisions of Section [SPECIFY SECTION] of [COUNTRY COMPANIES ACT/LAW], whereby a resolution in writing signed by all the directors allowed to vote on will be as valid as if it had been adopted at a meeting, is adopted and the present resolution will be considered to have been adopted as of [DATE].

DIRECTOR DIRECTOR

DIRECTOR DIRECTOR