

**SAMPLE**

**SINGLE MEMBER, LLC  
ORGANIZATIONAL MEETING  
OF THE MEMBER**

The undersigned, the only member of Single Member, LLC (the “**Company**”) certifies that the following actions were adopted by it in its capacity as the member of the Company at the organizational meeting held on \_\_\_\_\_.

1. The only member of the Company is the undersigned. As the member, the undersigned has contributed [describe capital contribution] in exchange for [100% of the Company’s Transferable Interests or XXXX Units – depends on operating agreement].

2. The Company is [member-managed or managed by the following manager(s): \_\_\_\_\_].

3. The undersigned approves the following actions by the Company (the following are examples):

a. Establish banking relationship;

b. Borrow money;

c. Lease the following property pursuant to [describe leases];

d. Purchase the following assets;

e. Hire the following individuals pursuant to the attached employment agreements; and

f. The attached Asset Purchase Agreement and authorizes the Managers of the Company to sign it and carry out all acts necessary to consummate the transactions contemplated by the Asset Purchase Agreement.

4. The undersigned also ratifies any act or activity that occurred when the Company lacked capacity under Iowa Code Section 489.105(2).

Dated as of the \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Member

\_\_\_\_\_